
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 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)

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES; RE-ELECTION OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

**Independent financial adviser to the Independent Board Committee
and the Independent Shareholders**



Menlo Capital Limited

A notice convening the extraordinary general meeting of the Company to be held at 11:00 a.m. on 20 January 2011 at the Horizon Room, 7/F., Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong is set out on pages 15 to 18 of this circular.

The letter from the Independent Board Committee is set out on page 9 of this circular.

The letter from Menlo is set out on page 10 to page 14 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 GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

23 December 2010

* *For identification purpose only*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Letter from the Independent Board Committee	9
Letter from Menlo	10
Notice of Extraordinary General Meeting	15

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:

“AGM”	the annual general meeting of the Company held on 2 September 2010
“Articles”	the articles of association of the Company as amended from time to time
“associates”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“CB Placing”	the placing of the Convertible Bonds pursuant to the CB Placing Agreement
“CB Placing Agreement”	the placing agreement dated 18 October 2010 entered into between the Company and the Placing Agent in relation to the CB Placing
“Companies Law”	the Companies Law of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Soluteck Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Convertible Bonds”	the convertible bonds in the aggregate principal amount of HK\$26,000,000 issued by the Company pursuant to the CB Placing
“Current Issue Mandate”	the general mandate approved and granted to the Directors at the AGM to allot, issue and deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the AGM
“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 20 January 2011 for the Shareholders to consider and, if thought fit, approve the grant of the General Mandate and 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

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the EGM to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Board comprising all independent non-executive Directors, established for the purpose of advising the Independent Shareholders in relation to the proposed grant of the General Mandate
“Independent Shareholders”	Shareholders other than any controlling Shareholders or their associates or, where there are no controlling Shareholders, any Directors who shall hold Shares as at the date of the EGM and their respective associates
“Independent Third Party”	a person who is not a connected person of the Company and is independent of and not connected with the Company and its connected persons
“Latest Practicable Date”	21 December 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Menlo”	Menlo Capital Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the proposed grant of the General Mandate
“Mr. Hou”	Hou Hsiao Bing, a substantial shareholder and an executive Director
“Placing”	the placing of the Placing Shares pursuant to the Placing Agreement
“Placing Agent”	Quam Securities Company Limited, a company incorporated in Hong Kong
“Placing Agreement”	the placing agreement between Mr. Hou, the Company and the Placing Agent dated 18 October 2010 in relation to the Placing

DEFINITIONS

“Placing Shares”	78,400,000 Shares beneficially owned by Mr. Hou and placed under the Placing
“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
“Subscription”	the subscription by Mr. Hou of the Subscription Shares pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 18 October 2010 entered into between the Company and Mr. Hou in relation to the Subscription
“Subscription Shares”	78,400,000 new Shares subscribed by Mr. Hou, equivalent to the number of Placing Shares placed by Mr. Hou pursuant to the Placing Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



SOLUTECK HOLDINGS LIMITED

—創科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8111)

Executive Directors:

Hou Hsiao Bing (*Chairman*)

Hou Hsiao Wen

Zeng Xiangyi

Wang Daling

Xu Wei

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Tam Kam Biu, William

Lai Chun Hung

Zhang Dandan

Principal place of business in Hong Kong:

Room 1104, SUP Tower

75 King's Road

Hong Kong

23 December 2010

Dear Sir or Madam,

**PROPOSED REFRESHMENT OF
GENERAL MANDATE TO ISSUE SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with details of (i) the proposed refreshment of the General Mandate; (ii) the information regarding the re-election of Mr. Xu Wei as an executive Director; (iii) the information regarding the re-election of Ms. Zhang Dandan as an independent non-executive Director; and (iv) a notice of the EGM.

CURRENT ISSUE MANDATE

Pursuant to the ordinary resolution passed by the Shareholders at the AGM, the Directors were granted, among other things, the Current Issue Mandate to allot and issue up to 130,478,414 Shares.

* *For identification purpose only*

LETTER FROM THE BOARD

As set out in the announcement of the Company dated 18 October 2010, (i) Mr. Hou, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Placing Agent agreed to place, on a best effort basis, up to 78,400,000 Shares held by Mr. Hou to Independent Third Parties; and (ii) the Company and Mr. Hou entered into the Subscription Agreement pursuant to which Mr. Hou has conditionally agreed to subscribe for up to 78,400,000 Shares, and such Subscription Shares would be issued pursuant to the Current Issue Mandate. As stated in the announcements of the Company dated 26 October 2010 and 29 October 2010, completion of the Placing and the Subscription has been taken place on 26 October 2010 and 29 October 2010 respectively and 78,400,000 new Shares have been subscribed by Mr. Hou.

Further, as set out in the announcement of the Company dated 18 October 2010, the Company and the Placing Agent entered into the CB Placing Agreement pursuant to which the Placing Agent has agreed to procure Independent Third Parties, on a best effort basis, for the subscription of the Convertible Bonds in the aggregate principal amount of up to HK\$26,000,000. The Convertible Bonds were issued pursuant to the Current Issue Mandate. As stated in the announcement of the Company dated 5 November 2010, completion of the CB Placing has been taken place on 5 November 2010, and the Convertible Bonds has been issued to the Independent Third Parties. Assuming the conversion of the Convertible Bonds in full at the initial conversion price of HK\$0.50 per Share, an aggregate of 52,000,000 Shares will be issued by the Company.

Accordingly, the Current Issue Mandate has been significantly utilized with only 78,414 Shares remained outstanding under the Current Issue Mandate as at the Latest Practicable Date. As at the Latest Practicable Date, the Company had an aggregate of 737,192,072 Shares in issue and the 78,414 Shares remain outstanding under the Current Issue Mandate represented only approximately 0.01% of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, the net proceeds from the Subscription and the CB Placing of approximately HK\$63.9 million, which are intended to be used for general working capital for the Company's business expansion, had not been utilised. As disclosed in the announcements of the Company dated 15 October 2010 and 14 December 2010, City Max International Limited, a wholly-owned subsidiary of the Company, the Company, Good Million Investments Limited, Mr. Chiu Tung Ping and Ms. Yuen Hing Lan have entered into a conditional sale and purchase agreement dated 13 December 2010 in relation to the proposed acquisition of the entire issued capital of China Technology Solar Power Holdings Limited. A deposit of HK\$31.2 million has already been paid by the Group pursuant to the said sale and purchase agreement from the proceeds of the placing of new shares by the Company as disclosed in the announcements of the Company dated 3 August 2010 and 18 August 2010. Furthermore, the Directors are currently under negotiation for the possible acquisition of 51% interest of Solar Market Limited as disclosed in the Company's announcement dated 10 November 2010. Save as aforesaid, the Company currently does not have any specific plans of investments or business development at present.

In order to allow the flexibility to raise further capital to finance future investments and/or for future business development, the Company wishes to seek approval of Shareholders at the EGM to grant the General Mandate to the Directors. Based on the total number of issued Shares as at the Latest Practicable Date (i.e. 737,192,072 Shares) and assuming that the Company does not issue and repurchase any further Shares prior to the EGM, the General Mandate will allow the Directors to issue and allot up to 147,438,414 new Shares. However, the Company does not have any immediate plans for any new issue of Shares under the General Mandate.

LETTER FROM THE BOARD

The General Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; and (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Independent Board Committee comprising Mr. Tam Kam Biu, William, Mr. Lai Chun Hung, Ms. Zhang Dandan, all being independent non-executive Directors has been established to advise the Independent Shareholders on the grant of the General Mandate. Menlo has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the grant of the General Mandate.

RE-ELECTION OF DIRECTORS

Mr. Xu Wei (“**Mr. Xu**”) and Ms. Zhang Dandan (“**Ms. Zhang**”) were respectively appointed as an executive Director and an independent non-executive Director by the Board with effect from 10 November 2010. Pursuant to article 112 of the Articles, each of Mr. Xu and Ms. Zhang shall hold office only until the EGM and, being eligible, offers himself or herself for re-election at the EGM.

Mr. Xu, aged 46, holds a Bachelor of Engineering from Shanghai Teachers Training College (presently known as Shanghai Normal University), People’s Republic of China (“**PRC**”) and a Master of Business Administration from Asia (Macau) International Open University. Mr. Xu is a qualified economist in the PRC and was awarded the Certificate of Qualified Senior Manager. Mr. Xu has over 17 years experience in property management. As at the Latest Practicable Date, Mr. Xu is the assistant manager of 上海上投置業發展有限公司 (unofficial English translation being Shanghai Shangtou Property Development Company Limited).

Ms. Zhang, aged 30, holds a Bachelor of English Education from Jiangxi Normal University. Ms. Zhang holds the qualification certificate for senior high school teachers in the PRC. Ms. Zhang has over 7 years experience in English education and has obtained the English Majors Band 8 (英語專業高年級階段(八級)) certificate issued by 高等學校外語專業教學指導委員會 (unofficial English translation being Foreign Language Teaching in Colleges and Universities Steering Committee) in the PRC and passed the Shanghai English Tests for Professional Titles (Class A) (上海市職業英語(綜合A級)) issued by Shanghai Professional Testing Authority (上海市職業能力考試院).

There is no service contract between the Company and each of Mr. Xu and Ms. Zhang. Mr. Xu is not appointed for a specified term and is subject to retirement by rotation and other related provisions as stipulated in the Articles. Ms. Zhang is appointed for a term of one year and is also subject to retirement by rotation and other related provisions as stipulated in the Articles.

The remuneration of Mr. Xu is HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities.

The remuneration of Ms. Zhang is HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, her roles and responsibilities.

LETTER FROM THE BOARD

Save as disclosed above, each of Mr. Xu and Ms. Zhang has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does he or 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. Xu and Ms. Zhang does not hold other positions with the Company or other members of the Company. As at the Latest Practicable Date, each of Mr. Xu and Ms. Zhang did not have any interest in the Shares within the meaning of Part XV of the SFO.

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 re-election of Mr. Xu and Ms. Zhang that need to be brought to the attention of the Shareholders.

EGM

The EGM will be held at 11:00 a.m. on 20 January 2011 at the Horizon Room, 7/F., Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong, the notice of which is set out on pages 15 to 18 of this circular, for the Shareholders to consider and approve, if thought fit, by way of ordinary resolutions of (i) the grant of the General Mandate; (ii) the proposed re-election of Mr. Xu as an executive Director; and (iii) the proposed re-election of Ms. Zhang as an independent non-executive Director.

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

According to Rule 17.42A(1) of the GEM Listing Rules, any controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates (as defined in the GEM Listing Rules) shall abstain from voting in favour of the resolution to approve the grant of the General Mandate and such resolution shall be voted on by way of a poll.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors, there was no controlling Shareholder and apart from (i) Mr. Hou, an executive Director and the chairman of the Company was beneficially interested in 131,150,000 Shares (representing approximately 17.79% of the issued share capital of the Company as at the Latest Practicable Date); and (ii) Mr. Hou Hsiao Wen, an executive Director and the chief executive officer of the Company, was beneficially interested in 25,370,000 Shares (representing approximately 3.44% of the issued share capital of the Company as at the Latest Practicable Date), none of the Directors and/or their respective associates was interested in any issued Shares. Accordingly, Mr. Hou and Mr. Hou Hsiao Wen and any Directors who shall hold Shares as at the date of the EGM and their respective associates are required to abstain from voting in favour of the resolution to approve the grant of the General Mandate at the EGM, and such resolution shall be voted by way of poll.

LETTER FROM THE BOARD

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.

RECOMMENDATION

Your attention is drawn to the letter of recommendation from the Independent Board Committee set out on page 9 of this circular and the letter of advice from Menlo set out on pages 10 to 14 of this circular, which contains, among other matters, its advice to the Independent Board Committee in relation to the proposed refreshment of the General Mandate and the principal factors considered by it in arriving at its recommendation.

The Directors are of the opinion that the proposed refreshment of the General Mandate and the proposed re-election of Directors are in the best interests of the Company and its Shareholders and recommend you to vote in favour of all resolutions to be proposed at the EGM.

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.

By order of the Board
Soluteck Holdings Limited
Hou Hsiao Bing
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

 **SOLUTECK**
SOLUTECK HOLDINGS LIMITED
一創科技集團有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8111)

23 December 2010

To the Independent Shareholders

Dear Sir/Madam,

**PROPOSED REFRESHMENT OF
GENERAL MANDATE TO ISSUE SHARES**

We have been appointed as the Independent Board Committee to advise the Independent Shareholders in connection with the proposed refreshment of the General Mandate, details of which are set out in the circular of the Company to the Shareholders dated 23 December 2010 (“**Circular**”), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the advice of Menlo in relation thereto as set out in the Circular, we are of the view that the proposed refreshment of the General Mandate is fair and reasonable, so far as the Independent Shareholders are concerned and that the proposed refreshment of the General Mandate is in the interests of the Company and the Independent Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the proposed refreshment of the General Mandate.

Yours faithfully,
Tam Kam Biu, William **Lai Chun Hung** **Zhang Dandan**
Independent non-executive *Independent non-executive* *Independent non-executive*
Director *Director* *Director*

* *For identification purpose only*

LETTER FROM MENLO

The following is the full text of the letter from Menlo Capital Limited setting out the advice to the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the General Mandate, which has been prepared for the purpose of inclusion in this circular.



Menlo Capital Limited
Room 1807, West Tower, Shun Tak Centre
168 Connaught Road Central, Hong Kong

23 December 2010

*To the Independent Board Committee and the Independent Shareholders of
Soluteck Holdings Limited*

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to the circular dated 23 December 2010 issued by the Company to the Shareholders of which this letter forms part (“**Circular**”) and our appointment as independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the General Mandate, details of which are set out in the letter from the Board (“**Board Letter**”) contained in the Circular. Capitalised terms used in this letter, unless the context otherwise requires, shall have the same meanings ascribed to them in the Circular.

Pursuant to Rule 17.42A of the GEM Listing Rules, the refreshment of the General Mandate will be subject to the Independent Shareholders’ approval by way of poll at the EGM. Any controlling Shareholders and their respective associates, or where there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution to approve the refreshment of the General Mandate. As at the Latest Practicable Date, there was no controlling Shareholder and Mr. Hou Hsiao Bing and Mr. Hou Hsiao Wen, both being executive Directors, were interested in 131,150,000 Shares (representing approximately 17.79% of the issued share capital of the Company) and 25,370,000 Shares (representing approximately 3.44% of the issued share capital of the Company) respectively. Accordingly, both of them and their respective associates will be required to abstain from voting in favour of the resolutions in relation to refreshment of the General Mandate to be proposed at the EGM in accordance with the GEM Listing Rules.

LETTER FROM MENLO

The Independent Board Committee (comprising all the independent non-executive Directors, namely Mr. Tam Kam Biu, William, Mr. Lai Chun Hung and Ms. Zhang Dandan) has been established to advise the Independent Shareholders in respect of the refreshment of the General Mandate.

BASIS OF OUR ADVICE

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Company, Directors and management of the Company. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have assumed that all information, representations and opinions contained or referred to in the Circular, which have been provided by the Company, Directors and management of the Company and for which they are solely and wholly responsible, were true and accurate at the time when they were made and continue to be true at the date of the EGM.

We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Directors and management of the Company.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the refreshment of the General Mandate, we have taken into consideration the following principal factors and reasons:

Background and reasons for refreshment of the Existing General Mandate

The Company was incorporated in the Cayman Islands with limited liability. The Group is principally engaged in sales of self-service automatic teller machine systems, banking and other related systems, and the provision of hardware and software technical support services.

At the AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Current Issue Mandate under which the Directors were authorised to allot, issue and deal with up to 130,478,414 Shares, which is equivalent to the then 20% issued share capital of the Company as at the date of the AGM.

As set out in the Board Letter, during the period from grant of the Current Issue Mandate to the Latest Practicable Date, the Current Issue Mandate was close to fully utilized for (i) the issuance of 78,400,000 Subscription Shares with details as set out in an announcement of the Company dated 18 October 2010 (“**Subscription**”); and (ii) for the issuance of convertible bonds in the aggregate principal amount of HK\$26,000,000 with a conversion price of HK\$0.5 per Share. Accordingly, the Current Issue Mandate has been significantly utilized with only 78,414 Shares remain outstanding under the Current Issue Mandate as at the Latest Practicable Date.

LETTER FROM MENLO

As advised by the Company, the General Mandate will provide the Company with more flexibility in raising funds through the issue of new Shares for its general working capital and business development as and when the Directors think appropriate in the future. The Directors are currently under negotiation for the Possible Acquisitions (as defined in the Board Letter). Therefore, the Board proposes to seek the approval of the Independent Shareholders for the refreshment of the General Mandate at the EGM.

On the basis of a total of 737,192,072 Shares in issue as at the Latest Practicable Date and assuming that no new Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the EGM, the General Mandate (if granted) will empower the Directors to allot, issue and deal in up to a maximum of 147,438,414 new Shares, being 20% of the Shares in issue as at the Latest Practicable Date. The Company has not refreshed the Current Issue Mandate since the AGM. As set out in the Board Letter, the net proceeds of approximately HK\$63.9 million from the Subscription and CB Placing which are intended to be used for general working capital for the Company's business expansion has not been utilized.

As disclosed in the announcements of the Company dated 15 October 2010 and 14 December 2010, City Max International Limited, a wholly-owned subsidiary of the Company, the Company, Good Million Investments Limited, Mr. Chiu Tung Ping and Ms. Yuen Hing Lan have entered into a conditional sale and purchase agreement dated 13 December 2010 in relation to the proposed acquisition of the entire issued capital of China Technology Solar Power Holdings Limited. A deposit of HK\$31.2 million has already been paid by the Group pursuant to the said sale and purchase agreement from the proceeds of the placing of new shares by the Company as disclosed in the announcements of the Company dated 3 August 2010 and 18 August 2010. Furthermore, the Directors are currently under negotiation for the possible acquisition of 51% interest of Solar Market Limited as disclosed in the Company's announcement dated 10 November 2010. Save as aforesaid, the Company currently does not have any specific plans of investments or business development at present.

The refreshment of the General Mandate will provide the Company with flexibility and ability to capture any appropriate capital raising or investment or business opportunity when feasible investment plans arise. Furthermore, the Board considers that the General Mandate will empower the Directors to issue new Shares under the refreshed limit speedily as and when necessary, and without the need to seek further approval from the Shareholders.

Despite the net proceeds from the Subscription and CB Placing, there is no certainty that existing cash and facility resources will be adequate for any appropriate investment that may be identified by the Company in the future, additional funding may still be needed in a timely manner when necessary for financing future investments should suitable investment opportunities arise given that investment decisions and deposits or initial payments may have to be made immediately. Given that the management has been exploring business opportunities and the Current Issue Mandate has been substantially utilized, we are of the view that the refreshment of the General Mandate will provide a financial flexibility to the Company to raise capital in a timely manner to capture investment opportunities and is fair and reasonable and is in the interests of the Company and the Independent Shareholders as a whole.

LETTER FROM MENLO

Other financing alternatives

As debt financing may incur interest burden to the Group, the Directors consider that equity financing such as issuance of new Shares for cash or equity swaps may be appropriate means to fund the potential investments and/or acquisitions and provide additional working capital for the future development and expansion of the Group, given the Group's financial position, capital structure, cost of funding and the then financial market condition. The Directors will also consider other financing methods such as debt financing or internal cash resources to fund future business development of the Company, if appropriate, after taking into consideration the then financial position, capital structure and cost of funding of the Group as well as the then market condition.

Having considered that (i) debt financing may incur interest burden to the Group; (ii) rights issue or open offer may take a longer time to complete while fund raising exercise pursuant to general mandate provides the Company a simpler and less lead time process than other types of fund raising exercise and avoids the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner; and (iii) the refreshment of the General Mandate will provide the Company with an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future development, including equity issuance, we are of the view that the refreshment of the General Mandate will be in the interests of the Company and the Independent Shareholders as a whole.

Potential dilution to shareholdings of the Independent Shareholders

Set out below is a table showing the shareholdings of the Company as at the Latest Practicable Date and, for illustrative purpose, the potential dilution effect on the shareholdings upon full utilization of the New General Mandate (assuming no Shares are issued or repurchased during the period between the Latest Practicable Date and the date of the EGM):

	As at the Latest Practicable Date		Immediately upon full utilization of New General Mandate	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Hou Hsiao Bing (<i>Note</i>)	131,150,000	17.79	131,150,000	14.83
Hou Hsiao Wen (<i>Note</i>)	25,370,000	3.44	25,370,000	2.87
Independent Shareholders				
– Shareholders upon full utilization of New General Mandate	–	–	147,438,414	16.66
– Other Independent Shareholders	<u>580,672,072</u>	<u>78.77</u>	<u>580,672,072</u>	<u>65.64</u>
Total	<u><u>737,192,072</u></u>	<u><u>100.00</u></u>	<u><u>884,630,486</u></u>	<u><u>100.00</u></u>

Note: Both are executive Directors.

LETTER FROM MENLO

As illustrated in the table above, the existing aggregate shareholding of the Independent Shareholders will decrease from approximately 78.77% as at the Latest Practicable Date to approximately 65.64% upon full utilization of the General Mandate (assuming no Shares are issued or repurchased during the period between the Latest Practicable Date and the date of the EGM). In view that (i) the General Mandate will provide an alternative to increase the amount of capital which may be raised under the General Mandate; (ii) the General Mandate will provide more options of financing to the Group for further development of its business as well as in other potential future investment and/or acquisitions as and when such opportunities arise; and (iii) the fact that the shareholdings of all Shareholders will be diluted proportionately to their respective shareholding upon any utilization of the General Mandate, we consider such dilution or potential dilution to shareholdings of the Independent Shareholders to be justifiable.

RECOMMENDATION

Having considered the factors and reasons as stated above, we are of the view that the refreshment of the General Mandate is in the interests of the Company and the Independent Shareholders as a whole, and is fair and reasonable. Accordingly, we recommend the Independent Shareholders and advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution in relation to the refreshment of the General Mandate to be proposed at the EGM. Independent Shareholders are however advised to take note of the possible dilution effect on their shareholding interests in the Company when and if the General Mandate is utilized.

Yours faithfully,
For and on behalf of
Menlo Capital Limited
Michael Leung
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



SOLUTECK HOLDINGS LIMITED

— 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 20 January 2011 at the Horizon Room, 7/F., Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong to consider and, if thought fit, approve the following resolutions, each as an ordinary resolution:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the general mandate granted to the directors of the Company to allot, issue and deal with the unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 2 September 2010 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to paragraph (d) below, pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company (each a “**Share**”) 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;
- (c) the approval in paragraph (b) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the expiry of the Relevant Period;

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

(d) 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 (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; 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 on 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 (b) of this resolution shall be limited accordingly; and

(e) 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, the Companies Law of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or

(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;

NOTICE OF EXTRAORDINARY GENERAL MEETING

“**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 whose names appear on the Company’s register of members on a fixed record date in proportion to their 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).”

2. “**THAT** Mr. Xu Wei be re-elected as an executive director of the Company.”
3. “**THAT** Ms. Zhang Dandan be re-elected as an independent non-executive director of the Company.”

By order of the Board
Soluteck Holdings Limited
Hou Hsiao Bing
Chairman

Hong Kong, 23 December 2010

Head office and principal place of business in Hong Kong:

Room 1104, SUP Tower
75 Kings Road
Hong Kong

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
Xu Wei

Independent non-executive Directors:

Tam Kam Biu, William
Lai Chun Hung
Zhang Dandan

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 of The Stock Exchange of Hong Kong Limited, the 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 on the "Latest Company Announcements" page for at least 7 days from the date of its posting.