
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.

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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 GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to 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. is set out on pages 15 to 24 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the principal office of the Company in Hong Kong at Room 1104, SUP Tower, 75 King’s Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

This circular 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.

30 July 2010

* *for identification purposes only*

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to 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.
“Articles”	the articles of association of the Company adopted on 13 December 2000, as amended from time to time
“associates”	has the meaning as defined under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Soluteck Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company held on 11 February 2010 at which the Shareholders has approved the grant of a general and unconditional mandate to the Directors 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 the EGM
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate to the Directors 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 of the relevant resolution at the AGM
“Latest Practicable Date”	26 July 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase the Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital in issue as at the date of passing of the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Law Shu Sang, Joseph

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Tam Kam Biu, William

Wong Chung Wai, Eric

Lai Chun Hung

Principal place

of business in Hong Kong:

Room 1104, SUP Tower

75 King's Road

Hong Kong

30 July 2010

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM include (i) ordinary resolutions relating to the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors; and (ii) a special resolution relating to the proposed amendments to the Articles.

* *for identification purposes only*

LETTER FROM THE BOARD

ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolution passed by the Shareholders at the EGM, the Directors were granted a general and unconditional mandate to allot and issue up to 108,758,414 new Shares. At the annual general meeting of the Company held on 31 July 2009, the Directors were granted, among other things, a general and unconditional mandate to repurchase, on the Stock Exchange, Shares up to a maximum of 10% of the nominal share capital of the Company in issue as at the date of passing of the relevant resolution. The abovementioned mandates will expire at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the aggregate nominal share capital of the Company in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 543,792,072 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 108,758,414 Shares.

At the AGM, an ordinary resolution will also be proposed to give the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the nominal share capital of the Company in issue as at the date of passing of the relevant resolution.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (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; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the GEM Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the Articles, Mr. Tam Kam Biu, William will retire as Director by rotation and, being eligible, offers himself for re-election as Director at the AGM.

In accordance with Article 112 of the Articles, Mr. Zeng Xiangyi, Ms. Wang Daling, Mr. Law Shu Sang, Joseph, Mr. Wong Chung Wai, Eric and Mr. Lai Chun Hung shall hold office only until the next general meeting of the Company (i.e. the AGM) and each of them, being eligible, offers himself/herself for re-election as Director at the AGM.

Particulars of Mr. Tam Kam Biu, William, Mr. Zeng Xiangyi, Ms. Wang Daling, Mr. Law Shu Sang, Joseph, Mr. Wong Chung Wai, Eric and Mr. Lai Chun Hung are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE ARTICLES

A special resolution will be proposed at the AGM to approve amendments to the Articles to bring the Articles up to date with the latest GEM Listing Rules and to incorporate other housekeeping amendments. The effects of the proposed amendments are as follows:

- (a) a new definition of “business day” will be introduced to comply with the GEM Listing Rules;
- (b) Article 1(C) will be amended such that notice in accordance with the amended Article 65 shall be given for the passing of a special resolution;
- (c) Article 1(D) will be amended such that notice in accordance with the amended Article 65 shall be given for the passing of an ordinary resolution;
- (d) Article 65 will be amended such that, along with the requirement of notice of not less than twenty-one (21) clear days’, not less than twenty (20) clear business days’ notice shall be given for convening the annual general meeting and, along with the requirement of notice of not less than twenty-one (21) clear days’, not less than ten (10) clear business days’ notice shall be given for convening an extraordinary general meeting at which the passing of a special resolution is to be considered, and for all other extraordinary general meetings, notice of not less than ten (10) clear business days’ and not less than fourteen (14) clear days’ shall be given unless permitted otherwise by the Stock Exchange;
- (e) Article 72 will be amended such that voting by way of show of hands is no longer permitted. All resolutions put to the vote of a general meeting shall be decided by way of a poll. Consequently, Articles 73, 75 and 77 all relating to demand for a poll will be deleted;
- (f) Article 74 will be amended such that the result of the poll shall be deemed to be the resolution of a general meeting;

LETTER FROM THE BOARD

- (g) Articles 76, 79, 82 and 92(B) will be amended to delete references relating to voting by show of hands;
- (h) Articles 5(A), 86, 88, 90, 93(B) and 94 will be amended to delete references to demand for a poll;
- (i) Article 124 will be amended such that any managing Director, joint managing Director, deputy managing Director or other executive Director appointed by the Board from time to time under Article 122 shall be subject to the same provisions as to rotation, resignation and removal as the other Directors;
- (j) Article 134 will be amended to remove the requirement to hold at least one Directors' meeting in the Cayman Islands in each calendar year which is align with the Companies Laws; and
- (k) other minor drafting improvements.

Details of the amendments to the Articles are set out in resolution no. 7 in the notice of the AGM.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes at the annual general meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

ACTIONS TO BE TAKEN

At the AGM, ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the re-election of Directors.

At the AGM, a special resolution will be proposed to approve the proposed amendments to the Articles.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the grant of Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the proposed amendments to the Articles are beneficial to the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that repurchases of Shares will benefit the Company and the Shareholders.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 March 2010, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions approving the grant of Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of Directors and the special resolution approving the proposed amendments to the Articles at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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.

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

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

It is proposed that up to 10% of the Shares in issue at the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased. As at Latest Practicable Date, there were a total of 543,792,072 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under Repurchase Mandate to repurchase a maximum of 54,379,207 Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a repurchase over the par value of the Shares so purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2010, being the date of its latest audited consolidated financial statements, in the event that the proposed purchases in the Repurchase Mandate were to be exercised in full at any time during the proposed purchases period. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July 2009	0.7500	0.5300
August 2009	0.6100	0.4700
September 2009	0.6400	0.4800
October 2009	0.8400	0.6200
November 2009	0.9900	0.7400
December 2009	0.9600	0.6800
January 2010*	1.0300	0.8800
February 2010*	–	–
March 2010*	–	–
April 2010*	–	–
May 2010*	0.6000	0.3900
June 2010	0.5300	0.3300
July 2010 (up to the Latest Practicable Date)	0.4300	0.3400

* Trading in the Shares on GEM have been suspended from 9:30 a.m. on 19 January 2010. Trading in the Shares on GEM has been resumed since 9:30 a.m. on 31 May 2010.

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("**Takeovers Code**"). As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the controlling Shareholders (“**Controlling Shareholders**”) in aggregate held 178,910,000 Shares representing approximately 32.90% of the entire issued share capital of the Company. Assuming that the each of the Controlling Shareholders did not dispose of their respective Shares nor acquire additional Shares, if the Repurchase Mandate were exercised in full, the percentage shareholding of the aforesaid Controlling Shareholders would be increased to approximately 36.56% of the issued share capital of the Company.

Members of the Controlling Shareholders	<i>Note</i>	Number of ordinary shares as at the Latest Practicable Date	Approximate percentage of the issued share capital as at the Latest Practicable Date
Hou Hsiao Bing	(a)	131,150,000	24.12%
Hou Hsiao Wen	(b)	25,370,000	4.67%
Tsou Lo Nien	(c)	22,390,000	4.11%
Total		<u>178,910,000</u>	<u>32.90%</u>

Note:

- (a) Mr. Hou Hsiao Bing, is the Chairman, an executive Director and the single largest Shareholder.
- (b) Mr. Hou Hsiao Wen, an executive Director and a Shareholder. Mr. Hou Hsiao Wen is the brother of Mr. Hou Hsiao Bing.
- (c) Mr. Chung Lok Fai is the spouse of Ms. Tsou Lo Nien. Accordingly, Mr. Chung Lok Fai is deemed, by virtue of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), to be interested in all the Shares in which Ms. Tsou Lo Nien is interested. Mr. Hou Hsiao Bing and Mr. Hou Hsiao Wen are nephews of Mr. Chung Lok Fai.
- (d) The members of the Controlling Shareholders have always been acting in concert for the purposes of controlling the Company since its listing on GEM.

On the basis of the shareholding held by the Controlling Shareholders set out above, they would be obligated to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. However, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the Controlling Shareholders to make a mandatory offer under the Takeover Code.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the Directors offered for re-election at the AGM are set out below:

Mr. Zeng Xiangyi (“**Mr. Zeng**”) is an executive Director appointed on 15 June 2010. Mr. Zeng, aged 43, graduated from Zhejiang Gongshang University in Finance and Accountancy. He is a member of the Chinese Institute of Certified Public Accountants, a certified internal auditor (CIA) of the Institute of Internal Auditors and a registered financial planner (RFP) of the Registered Financial Planners Institute. Mr. Zeng has 20 years of experience in corporate finance and administration, auditing and internal control, comprehensive analysis and management. Mr. Zeng has been the general manager of the finance department of Shenzhen Innoessen Biotechnology Co., Ltd. since 2006. He has also been a manager of the internal audit department of Guangdong Strong Group Co., Ltd. and a manager of the auditing department of Shenzhen Woer Heat-Shrinkable Material Co., Ltd.

Ms. Wang Daling (“**Ms. Wang**”) is an executive Director appointed on 15 June 2010. Ms. Wang, aged 62, holds a junior college degree in Chinese from Shanghai Normal University. She was an associated researcher with the Ancient Chinese Culture Study Centre, East China Normal University from 1988 to 1992. Ms. Wang is currently the vice general manager of Shanghai Rensheng Investment Holdings Co., Ltd. and Rensheng Machine Manufacture Co., Ltd., both companies are controlled by Mr. Ren Baogen, a substantial Shareholder.

Mr. Law Shu Sang, Joseph (“**Mr. Law**”) is an executive Director appointed on 6 July 2010. Mr. Law, aged 51, holds a Bachelor’s Degree in Accounting from University College, Cardiff, United Kingdom. He is a member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, Mr. Law was active in direct investment in the People’s Republic of China and has held senior position in investment banking with major international investment banks in Hong Kong.

Mr. Tam Kam Biu, William (“**Mr. Tam**”) is an independent non-executive Director appointed on 28 September 2004. Mr. Tam, aged 53, is an associate member of the Hong Kong Institute of Certified Public Accountants since 1987 and an associate member of the Association of Chartered Certified Accountants since 1988. He graduated from the York University of Canada and holds a Master Degree of Business Administration major in finance and a Bachelor Degree of Business Administration major in Accounting. He has got more than 15 years’ experience taking the positions as chief financial officer in a number of large listed companies and is currently an executive director of China Bio Cassava Holdings Limited (Stock Code: 8129), a company incorporated in the Cayman Islands whose securities are listed on GEM, a non-executive director of Viagold Capital Limited, a company incorporated in Bermuda whose securities are listed on The Australian Stock Exchange Limited, and also an independent non-executive director of China Solar Energy Holdings Limited (Stock Code: 155), a company incorporated in Bermuda whose securities are listed on the Main Board of the Stock Exchange.

Mr. Wong Chung Wai, Eric (“**Mr. Wong**”) is an independent non-executive Director appointed on 15 June 2010. Mr. Wong, aged 48, holds a Bachelor of Arts degree from the University of Guelph. Mr. Wong is experienced in fund management and corporate planning. He has held various management positions in a number of companies which provide corporate planning and financial services. Presently, Mr. Wong is an executive director of Tai Shing International (Holdings) Limited (Stock Code: 8103), a company incorporated in the Cayman Islands whose securities are listed on GEM.

Mr. Lai Chun Hung (“**Mr. Lai**”) is an independent non-executive Director appointed on 15 June 2010. Mr. Lai, aged 32, holds a Bachelor of Business Administration in Accounting and Finance with honours from the Hong Kong University of Science and Technology in 2000. He has worked in the accounting and financial industries in Hong Kong for more than 10 years, and has considerable experience in auditing, corporate finance and investment. He has held various management positions in a number of companies which provide accounting, financial advisory and investment services.

There is no service contract between the Company and each of Mr. Zeng, Ms. Wang and Mr. Law all being executive Directors. Each of Mr. Zeng, Ms. Wang and Mr. Law is not appointed for any specified terms and is subject to retirement by rotation and other related provisions as stipulated in the Articles.

On 15 June 2010, Mr. Tam, an independent non-executive Director, has been reappointed for a further term of 1 year renewable automatically for successive term of 1 year each commencing from the next day after the expiry of the then current term of the aforesaid appointment, unless terminated by not less than three months’ notice in writing served by either party on the other during the term of the renewed appointment. There is no service contract between the Company and each of Mr. Wong and Mr. Lai, both being independent non-executive Directors. Each of Mr. Wong and Mr. Lai 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 each of Mr. Zeng, Ms. Wang, Mr. Law is HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, their respective roles and responsibilities.

The remuneration of each of Mr. Tam, Mr. Wong and Mr. Lai is HK\$5,000 per month which was determined by the Board with reference to the prevailing market conditions, their respective roles and responsibilities.

Save as disclosed above, each of Mr. Zeng, Ms. Wang, Mr. Law, Mr. Tam, Mr. Wong and Mr. Lai has not held any other major appointment and qualifications, nor does any of them have any relationship with any Director, senior management, management shareholders or substantial or controlling shareholders of the Company.

Other than the directorship in the Company and save as disclosed above, each of Mr. Zeng, Ms. Wang, Mr. Law, Mr. Tam, Mr. Wong and Mr. Lai does not hold other positions with the Company or other members of the Company and has not held any directorship in other listed companies in the past three years. Each of Mr. Zeng, Ms. Wang, Mr. Law, Mr. Tam, Mr. Wong and Mr. Lai also does not have any interest in the shares of the Company 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 proposed re-election of each of Mr. Zeng, Ms. Wang, Mr. Law, Mr. Tam, Mr. Wong and Mr. Lai that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL 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 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 Bui, William as an independent non-executive director;
- 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:

* *for identification purposes only*

NOTICE OF THE ANNUAL GENERAL MEETING

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

NOTICE OF THE ANNUAL GENERAL MEETING

- (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

NOTICE OF THE ANNUAL GENERAL MEETING

- (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”:

NOTICE OF THE ANNUAL GENERAL MEETING

““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:

NOTICE OF THE ANNUAL GENERAL MEETING

“(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

NOTICE OF THE ANNUAL GENERAL MEETING

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:

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“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).

NOTICE OF THE ANNUAL GENERAL MEETING

(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

NOTICE OF THE ANNUAL GENERAL MEETING

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.