
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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 GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Horizon Room, 7/F., Metropark Hotel, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on 31 July 2008 at 11:00 a.m. is set out on pages 14 to 17 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.

23 June 2008

* 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 established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sector or countries in which the companies operate. 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 on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“AGM”	the forthcoming annual general meeting of the Company convened to be held at Horizon Room, 7/F., Metropark Hotel, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on 31 July 2008 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
“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
“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

DEFINITIONS

“Latest Practicable Date”	17 June 2008, 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
“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

一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

Independent non-executive Directors:

Lui, Ming Rosita

Ho Wai Wing, Raymond

Tam Kam Biu, William

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place

of business in Hong Kong:

Room 1104, SUP Tower

75 King's Road

Hong Kong

23 June 2008

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
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 an ordinary resolutions relating to the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors.

* for identification purposes only

LETTER FROM THE BOARD

ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 27 July 2007, the Directors were granted a general mandate to allot, issue and deal with Shares and a general mandate to purchase Shares. These 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 453,162,072 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 90,632,414 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.

RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the Articles, Mr. Hou Hsiao Bing and Mr. Tam Kam Biu, William will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors, at the AGM. Particulars of Mr. Hou Hsiao Bing and Mr. Tam Kam Biu, William are set out in Appendix III to this circular.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

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

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

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.

RECOMMENDATION

The Directors believe that the grant of Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors 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 2008, 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 at the AGM.

GENERAL INFORMATION

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

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 453,162,072 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 45,316,207 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 redemption or purchase over the par value of the Shares to be 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 2008, 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>
June 2007	0.490	0.208
July 2007	0.370	0.240
August 2007	0.370	0.200
September 2007	0.485	0.305
October 2007	0.450	0.360
November 2007	0.730	0.360
December 2007	0.400	0.305
January 2008	0.400	0.295
February 2008	0.390	0.285
March 2008	0.370	0.100
April 2008	0.350	0.265
May 2008	0.280	0.180
June 2008 (up to the Latest Practicable Date)	0.204	0.165

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 of the Company (“**Controlling Shareholders**”) in aggregate held 199,500,000 Shares representing approximately 44.03% 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 of the Company would be increased to approximately 48.92% of the issued share capital of the Company.

Members of the Controlling Shareholders	Note	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	28.94%
Hou Hsiao Wen	(b)	33,160,000	7.32%
Tsou Lo Nien	(c)	35,190,000	7.77%
Total		<u>199,500,000</u>	<u>44.03%</u>

Note:

- (a) Mr. Hou Hsiao Bing, is the Chairman, an Executive Director and the single largest shareholder of the Company.
- (b) Mr. Hou Hsiao Wen, an Executive Director and a shareholder of the Company. 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.
- (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.

Pursuant to Article 72 of the Articles, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

PARTICULARS OF DIRECTORS FOR RE-ELECTION

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

Mr. Hou Hsiao Bing (“Mr. Hou”), aged 53, is an Executive Director, Chairman of the Company and Chairman of the Remuneration Committee of the Board.

Length of service

Mr. Hou joined the Company in April 2000 as an executive Director and has been appointed as Chairman in August 2002. He was appointed Chief Executive Officer of the Group on 31 December 2004 and resigned on 31 December 2007 for the compliance with the Code on Corporate Governance Practice and the Rules on Corporate Governance Report as set out in the GEM Listing Rules Appendix 15 and 16. As at the Latest Practicable Date, Mr. Hou has entered into a service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. The service contract is of an initial term of three years commencing from 1 December 2000 and shall continue thereafter until and unless terminated by not less than three months’ notice (not more than one year’s notice) in writing served by either party on the other. According to the service contract, besides entitled to an annual director’s fee of minimum HK\$700,000, Mr. Hou is also entitled to such a discretionary management bonus provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company may not exceed 15% of the audited combined profits attributable to shareholders of the Company (after payment of such management bonuses) in respect of that financial year of the Company, which is determined with reference to his duties and responsibilities with the Company and the Company’s remuneration policy, but he shall abstain from voting in respect of any resolution of the board of directors of the Company regarding the amount of management bonus payable to himself. The annual director’s fee of Mr. Hou is HK\$810,000 for the year ended 31 March 2008.

Qualification and experience

Mr. Hou holds a Diploma of Marketing from the Hong Kong Polytechnic University and has more than 27 years’ experience in China business.

Apart from being an executive Director of the Company, Mr. Hou did not hold any directorship in other listed companies in the last three years.

Interest in Shares

As at the Latest Practicable Date, Mr. Hou is taken to be interested in 131,150,000 Shares within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), representing 28.94% of the issued share capital of the Company and thus is a substantial shareholder of the Company.

Others

Mr. Hou is the elder brother of Mr. Hou Hsiao Wen, an Executive Director and a shareholder of the Company.

Save the information disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company regarding Mr. Hou.

The Board confirmed that there are no other matters concerning the above Director that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Tam Kam Biu, William (“Mr. Tam”), aged 51, is an Independent Non-Executive Director of the Company, Member of the Audit Committee and Remuneration Committee of the Board

Length of service

Mr. Tam has been appointed for a term expired on 27 September 2006 and have been reappointed 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 (not more than one year’s notice) in writing served by either party on the other during the term of the renewed appointment. Mr. Tam is entitled to an annual director’s fee of HK\$60,000, which is determined with reference to his duties and responsibilities with the Company and the Company’s remuneration policy. He is subject to retirement by rotation and will be eligible for re-election at the AGM pursuant to the Articles.

Qualification and experience

Mr. Tam is an Associate member of Hong Kong Institute of Certified Public Accountants (formerly known as “the Hong Kong Society of 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 13 years experience taking the positions as Chief Financial Officer in a number of large listed companies.

Apart from being an independent non-executive Director of the Company. Mr. Tam is currently an executive director of Bio Cassava Technology Holdings Ltd (formerly know as Q9 Technology Holdings Limited), a GEM board listed company and Viagold Capital Limited, a company listed in the Australia Stock Exchange, and also an Independent Non-Executive Director of China Solar Energy Holdings Limited, a Main Board listed company.

Interests in Shares

As at the Practicable Date, Mr. Tam did not have any interests in the Shares within the meaning of Part XV the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Others

Save that Mr. Tam is an independent non-executive Director, he is not otherwise related to any Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), controlling shareholders (as defined in the GEM Listing Rules) or management shareholders (as defined in the GEM Listing Rules) of the Company.

The Board confirmed that there are no other matters concerning the above Director that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF THE ANNUAL GENERAL MEETING



SOLUTECK HOLDINGS LIMITED

一創科技集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(stock code: 8111)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of SOLUTECK HOLDINGS LIMITED (“**Company**”) will be held at the Horizon Room, 7/F., Metropark Hotel, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on 31 July 2008 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 of the Company and the Company’s auditors for the year ended 31 March 2008;
2. to re-elect the retiring directors and to authorise the board of directors to fix the remuneration of directors;
3. to re-appoint the Company’s auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

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;

* *for identification purposes only*

NOTICE OF THE ANNUAL GENERAL MEETING

- (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

- (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

NOTICE OF THE ANNUAL GENERAL MEETING

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
- (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

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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.”

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

Hong Kong, 23 June 2008

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

Executive Directors: Hou Hsiao Bing (*Chairman*)
Hou Hsiao Wen

Independent non-executive Directors: Lui, Ming Rosita
Ho Wai Wing, Raymond
Tam Kam Biu, William

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.