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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 Solomon Systech (International) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other registered dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**SOLOMON
SYSTECH**

SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2878)

**GENERAL MANDATES TO REPURCHASE SHARES AND
ISSUE NEW SHARES**

RE-ELECTION OF THE RETIRING DIRECTORS

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening an Annual General Meeting of Solomon Systech (International) Limited (the "Company") to be held at 4:00 p.m. on Thursday, 24 May 2012 at 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong is set out on pages 16 to 19 of this circular. In the event you are not able to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

23 April 2012

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DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held on Thursday, 24 May 2012 at 4:00 p.m. at 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Solomon Systech (International) Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shares Buyback Mandate”	as defined in the section headed “Shares Buyback Mandate” of the Letter from the Board
“Shares Issuance Mandate”	as defined in the section headed “Shares Issuance Mandate” of the Letter from the Board
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Share Award Plan”	the employee incentive plan adopted by the Company pursuant to a resolution of the Shareholders on 25 February 2004 and a resolution of the Board on 19 March 2004
“Share Option Plan”	the Share Option Scheme adopted by the Company pursuant to a resolution of the Shareholders on 25 February 2004 and a resolution of the Board on 19 March 2004
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong, as amended from time to time

LETTER FROM THE BOARD OF DIRECTORS



**SOLOMON
SYSTECH**

SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2878)

Directors:

Leung Kwong Wai (*Managing Director*)
Lai Woon Ching
Lam Pak Lee* (*Sheu Wei Fu as his alternate*)
Li Xiaochun*
Lai Weide*
Zhao Guiwu*
Sun, Patrick** (*Chairman*)
Choy Kwok Hung, Patrick**
Wong Yuet Leung, Frankie**
Yiu Tin Chong, Joseph**

* *Non-Executive Directors*

** *Independent Non-Executive Directors*

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal place of business

in Hong Kong:

6/F, No.3, Science Park East Avenue
Hong Kong Science Park
Shatin, New Territories
Hong Kong

23 April 2012

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES AND
ISSUE NEW SHARES**

RE-ELECTION OF THE RETIRING DIRECTORS

AND

NOTICE OF ANNUAL GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting relating to (i) the approval of the granting of general mandates (a) to repurchase the Company's own fully-paid up Shares; (b) to issue new Shares; (c) to issue and allot new Shares up to the number of shares repurchased; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD OF DIRECTORS

II. GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

1. Shares Buyback Mandate

At the last annual general meeting of the Company held on 30 May 2011, general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares of the Company. Such mandate will lapse at the conclusion of the Annual General Meeting and therefore, ordinary resolution will be proposed at the Annual General Meeting to approve the grant of new general mandate to the Directors to purchase Shares of the Company on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution at the Annual General Meeting (the “Shares Buyback Mandate”).

2. Shares Issuance Mandate

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting of the Company, to approve the grant of new general mandates to the Directors to allot, issue or deal with Shares of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution at the Annual General Meeting (the “Shares Issuance Mandate”). An ordinary resolution to extend the Shares Issuance Mandate by adding the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Shares Buyback Mandate will also be proposed at the Annual General Meeting.

The Shares Buyback Mandate and the Shares Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in Ordinary Resolution No. 4 set out in the notice of the Annual General Meeting.

Shareholders should refer to the Explanatory Statement contained in Appendix A of this circular which sets out further information in relation to the proposed Shares Buyback Mandate.

III. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 95 of the Articles of Association, Mr Yiu Tin Chong, Joseph, who was appointed as an additional Director to the Board during the year, will retire at the forthcoming Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

In accordance with Article 112 of the Articles of Association, Mr Sun, Patrick, Dr Leung Kwong Wai and Mr Lai Woon Ching, Directors of the Company, will also retire by rotation at the forthcoming Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix B to this circular.

LETTER FROM THE BOARD OF DIRECTORS

IV. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Shares Buyback Mandate, the Shares Issuance Mandate and the mandate to issue and allot new Shares up to the number of Shares repurchased pursuant to the Shares Buyback Mandate and the re-election of the retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.solomon-systech.com). In the event you are not able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjourned meeting thereof should you so wish.

V. VOTING BY POLL

All the resolutions set out in the Notice of the Annual General Meeting would be decided by poll in accordance with the Listing Rules. The chairman would explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.solomon-systech.com).

VI. RECOMMENDATIONS

The Directors are of the opinion that the grant of the Shares Buyback Mandate, the Shares Issuance Mandate, the mandates to issue and allot new Shares up to the number of Shares repurchased pursuant to the Shares Buyback Mandate and the re-election of the retiring Directors are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting on the terms set out in the notice of that meeting.

LETTER FROM THE BOARD OF DIRECTORS

VII. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix A (Explanatory Statement on the Shares Buyback Mandate) and Appendix B (Details of the retiring Directors proposed to be re-elected at Annual General Meeting) to this circular.

Yours faithfully,
For and on behalf of
Solomon Systech (International) Limited
Leung Kwong Wai
Managing Director

APPENDIX A EXPLANATORY STATEMENT ON THE SHARES BUYBACK MANDATE

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Shares Buyback Mandate to be proposed at the Annual General Meeting.

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Share Capital

As at the Latest Practicable Date, the issued share capital of the Company was HK\$245,630,235.10 comprising 2,456,302,351 shares of HK\$0.10 each. Subject to the passing of ordinary resolution No. 4 set out in the notice of the Annual General Meeting and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, exercise in full of the Shares Buyback Mandate could accordingly result in up to 245,630,235 fully paid up Shares being repurchased by the Company during the period in which the Shares Buyback Mandate remains in force.

(b) Reasons for Shares Buyback

The Directors believe that the proposed Shares Buyback Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value and/or earnings per share of the Company. The Directors are seeking the grant of the Shares Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

(c) Funding of Repurchases

Repurchases must be financed out of funds which are legally available for such purpose in accordance with the Memorandum and Articles of Association of the Company, the Listing Rules, the applicable laws of the Cayman Islands and any other applicable laws. The Company intends to use distributable reserves of the Company, which will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the most recent published 2011 audited financial statements) in the event that share repurchases pursuant to the Shares Buyback Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Shares Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company unless the Directors consider that such purchases are in the best interests of the Company.

APPENDIX A EXPLANATORY STATEMENT ON THE SHARES BUYBACK MANDATE

(d) Market Price of Shares

The highest and lowest prices at which Shares of the Company have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Unit price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
April	0.450	0.420
May	0.465	0.410
June	0.415	0.335
July	0.420	0.335
August	0.345	0.210
September	0.221	0.153
October	0.220	0.148
November	0.219	0.195
December	0.207	0.167
2012		
January	0.196	0.172
February	0.290	0.182
March	0.270	0.207
April (up to the Latest Practicable Date)	0.220	0.202

(e) General

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the Shares Buyback Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the Shares Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the Shares Buyback Mandate in accordance with the Listing Rules, the Articles of the Company and the applicable laws of the Cayman Islands.

APPENDIX A EXPLANATORY STATEMENT ON THE SHARES BUYBACK MANDATE

If, on the exercise of the power to repurchase Shares pursuant to the Shares Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, 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 following substantial shareholder as defined in the Listing Rules has or is taken to have interests under the SFO representing such percentages as set out respectively in the third and fourth columns of the following table:

Name of Substantial shareholder	No. of Shares interested	Percentage of Shareholding in the Company	
		At present	If power is exercised in full to repurchase shares
China Electronics Corporation	664,288,000	27.04%	30.05%

On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, in the event that the Directors exercise in full the power to repurchase Shares of the Company in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the interest of the above substantial shareholder would be increased to such percentage of the issued share capital of the Company as set out in the fourth column of the above table. The Directors do not propose to exercise the Shares Buyback Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

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

APPENDIX B DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

Stated below are the details of the directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association of the Company:

(1) **Mr Yiu Tin Chong, Joseph, aged 62, an Independent Non-executive Director (“Mr Yiu”)**

(i) *Positions held with the Company and other members of the Group*

Mr Yiu was appointed as an Independent Non-executive Director of the Company on 6 July 2011. He is also a member of the Investment Committee and Remuneration Committee of the Company respectively. Effective from April 2012, Mr Yiu is also a member of the Nomination Committee of the Company.

(ii) *Experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) other major appointments and professional qualifications*

Mr Yiu is the Chairman Emeritus of Freescale Semiconductor Hong Kong Ltd (“FSHKL”) and an advisor to FSHKL on regional business strategy, government affairs and corporate governance. Following the separation of Freescale Semiconductor Group from Motorola Group in 2004, he was named Senior Vice President of FSHKL and General Manager of Asia Pacific region. Before transiting to Freescale Semiconductor Group, Mr Yiu worked for Motorola Group for over 26 years, both in the United States and Asia. His rich work experience covers automotive electronics, computer systems, wireless communication and semiconductor products, both in the technical field and management role. His last position with Motorola Group was Corporate Vice President and General Manager of Motorola Semiconductors Hong Kong Ltd.

Mr Yiu received his master’s degree in electrical engineering from the University of Nebraska, a master’s degree in computer science from Trinity University and a master’s degree in business administration from the University of Phoenix.

Mr Yiu has not acted as director in the last three years in public companies of which the securities are listed on any securities market in Hong Kong or overseas.

(iii) *Length or proposed length of services with the Company*

Mr Yiu has entered into a service contract with the Company with effect from 6 July 2011 up to 30 June 2012 for a period of approximately one year.

(iv) *Relationships with any directors, senior management or substantial or controlling shareholders of the Company*

Mr Yiu has no relationships with any directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules.

**APPENDIX B DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT ANNUAL GENERAL MEETING**

(v) *Interest in the shares of the Company within the meaning of Part XV of the SFO*

As at the Latest Practicable Date, Mr Yiu is taken to be interested in 1,200,000 share options (0.05%) in the Company within the meaning of Part XV of the SFO.

(vi) *Director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract*

Mr Yiu is entitled to approximately US\$17,000 basic fee per annum plus other fees as a member of committees and attendance to the Company's Board and/or committee meetings. For the year 2011, Mr Yiu received emoluments of US\$12,000 equivalent and also was granted 1,200,000 share options under the Share Option Plan of the Company. Such emoluments are reviewed and approved by the Executive Directors with reference to market terms, his duties and responsibilities, the Group's remuneration policy and the Company's Articles of Association.

(vii) *Disclosure requirements under Rules 13.51(2) of the Listing Rules*

There is no information which is discloseable nor is/was Mr Yiu involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(viii) There are no other matters that need to be brought to the attention of the Shareholders.

(2) Mr Sun, Patrick, aged 53, an Independent Non-executive Director ("Mr Sun")

(i) *Positions held with the Company and other members of the Group*

Mr Sun is acting as an Independent Non-executive Director of the Company since February 2004. He is the Chairman of the Board effective from January 2007 and the Chairman of the Company's Nomination Committee and Remuneration Committee. He is also a member of Audit Committee.

(ii) *Experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) other major appointments and professional qualifications*

Mr Sun is a graduate of the Wharton School, University of Pennsylvania and is a fellow member of the Hong Kong Institute of Certified Public Accountants. He is also the Vice-Chairman of the Chamber of Hong Kong Listed Companies. Mr Sun was formerly the Senior Country Officer and Head of Investment Banking for Hong Kong of JPMorgan Chase, the

**APPENDIX B DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT ANNUAL GENERAL MEETING**

Deputy Chairman of the Listing Committee, a member of the Council of The Stock Exchange of Hong Kong Limited and a member of Takeovers & Mergers Panel and the Takeovers Appeal Committee.

Mr Sun is currently an Independent Non-executive Director of China CNR Corporation Limited (SSE: 601299), China NT Pharma Group Company Limited (HKSE:1011), China Railway Group Limited (HKSE: 0390), Trinity Limited (HKSE: 0891) and Sihuan Pharmaceutical Holdings Group Ltd. (HKSE: 0460) respectively. He is also a Non-executive Director of Renhe Commercial Holdings Company Limited (HKSE: 1387). Mr Sun was previously the Chief Executive Officer and Executive Director of Value Convergence Holdings Limited (Stock Code: 0821), an Executive Director of SW Kingsway Capital Holdings Limited (Stock Code: 0188) and an Independent Non-executive Director of the Link Real Estate Investment Trust (Stock Code: 0823).

(iii) *Length or proposed length of services with the Company*

Mr Sun has renewed a service contract with the Company for a specific term from 1 July 2011 up to 30 June 2012.

(iv) *Relationships with any directors, senior management or substantial or controlling shareholders of the Company*

Mr Sun has no relationships with any directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules.

(v) *Interest in shares of the Company within the meaning of Part XV of the SFO*

As at the Latest Practicable Date, Mr Sun is taken to be interested in 3,400,000 shares/share options (0.14%) in the Company within the meaning of Part XV of the SFO.

(vi) *Director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract*

Mr Sun is entitled to US\$17,000 basic fee per annum plus other fees as members of committees and attendance to the company's Board/Committees' meetings. For the year 2011, Mr Sun received emoluments of US\$34,000 equivalent and also was granted 1,200,000 share options under the Share Option Plan of the Company. Such emoluments are reviewed and approved by the Executive Directors with reference to market terms, his duties and responsibilities, the Group's remuneration policy and the Company's Articles of Association.

APPENDIX B DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

(vii) *Disclosure requirements under rules 13.51(2) of the Listing Rules*

There is no information which is discloseable nor is/was Mr Sun involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(viii) There are no other matters that need to be brought to the attention of the Shareholders.

(3) Dr Leung Kwong Wai, aged 55, Managing Director (“Dr Leung”)

(i) *Positions held with the Company and other members of the Group*

Dr Leung is the Founder and Managing Director of the Group. He also serves as the Group Chief Executive Officer (“CEO”). He is also acting as the Authorized Representative, Chairman of the Investment Committee and member of the Nomination Committee of the Company. Dr Leung is a director of C2 Microsystems Inc., EPD Technology Limited and Shenzhen agio Research and Development Co., Ltd respectively, the associated companies of the Group and a director of each of the wholly-owned subsidiaries of the Group namely Ample Pacific Limited, Broadwood Global Limited, Cornwall International Limited, In Achieve Limited, Loyal Creative Limited, Mentor Ventures Limited, Pac-Pacific Limited, Solomon Systech Inc., Solomon Systech Limited, Solomon Systech Japan Company Limited, Solomon Systech Taiwan Limited, Systech Technology China Limited, WE3 Ventures Limited and WE3 Technology Company Limited.

(ii) *Experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) other major appointments and professional qualifications*

Prior to 1999, Dr Leung was the Director of Operations of Motorola Semiconductors Hong Kong Limited. Currently, he is Director of the Society of Information Display, Hong Kong Chapter, Vice Chairman of the Hong Kong Electronic Industries Association, Vice President of the Hong Kong Semiconductor Industry Council, Director of the Board of Directors of Hong Kong Applied Science and Technology Research Institute Company Limited and Director of the Board of Directors of Nano and Advanced Materials Institute Limited. Dr Leung received the Young Industrialist Award for Hongkong in 2001, the Outstanding Polytechnic University Alumni Award in 2003, the Outstanding Achievement Award in the 10 Years’ China IC Design Industry Development in 2004, and was conferred Honorary Fellowship by the Hong Kong University of Science and Technology in 2007.

Dr Leung did not hold any directorship in the companies of which the shares are listed on the Stock Exchange of Hong Kong or overseas in the last three years except in the Company.

(iii) *Length or proposed length of services with the Company*

Dr Leung has a service contract with the Company starting from 21 November 2003 for a period of 3 years and the same shall continue thereafter.

**APPENDIX B DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT ANNUAL GENERAL MEETING**

(iv) *Relationships with any directors, senior management or substantial or controlling shareholders of the Company*

Dr Leung has no relationships with any directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules.

(v) *Interest in shares of the Company within the meaning of Part XV of the SFO*

As at the Latest Practicable Date, Dr Leung is taken to be interested in 123,412,308 shares/share options (5.02%) in the Company within the meaning of Part XV of the SFO.

(vi) *Director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract*

Dr Leung received emoluments of US\$301,000 equivalent for the year ended 31 December 2011 comprising salary, 13th month bonus as well as other benefits including leave pay, insurance premium, health care subsidy, allowances and pension contribution scheme from the employment of Solomon Systech Limited. In addition, Dr Leung also received 1,200,000 share options under the Share Option Plan from the Company in 2011. Such emoluments are reviewed and approved by the Remuneration Committee with reference to market terms, his duties and responsibilities and the Group's remuneration policy. Only the basic payment and 13th month bonus are covered by the employment contract.

(vii) *Disclosure requirements under Rules 13.51(2) of the Listing Rules*

There is no information which is discloseable nor is/was Dr Leung involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(viii) There are no other matters that need to be brought to the attention of the Shareholders.

(4) Mr Lai Woon Ching, aged 58, an Executive Director ("Mr Lai")

(i) *Positions held with the Company and other members of the Group*

Mr Lai is acting as an Executive Director of the Company. He is also a member of Investment Committee of the Company. Mr Lai is a director of the wholly-owned subsidiaries of the Group, namely Cornway International Limited, Jing Guang Semiconductors (Dongguan) Limited, Solomon Systech (Shenzhen) Limited, Systech Technology China Limited and Solomon Systech (Beijing) Limited.

(ii) *Experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) other major appointments and professional qualifications*

Mr Lai is the Vice President, China Operations & Quality and Manufacturing respectively of Solomon Systech Limited and has over 30 years of management experience with expertise in IC production and testing. He obtained a MSC in Engineering from The University of Hong Kong and was qualified as a chartered electrical engineer of the Institution of Electrical Engineers.

**APPENDIX B DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT ANNUAL GENERAL MEETING**

Mr Lai did not hold any directorship in the companies which shares are listed on the Stock Exchange of Hong Kong or overseas in the last three years except in the Company.

(iii) *Length or proposed length of services with the Company*

Mr Lai has an employment contract with Solomon Systech Limited and a service contract with the Company. The service contract starts from 25 February 2004 for a period of 3 years and the same shall continue thereafter.

(iv) *Relationships with any directors, senior management or substantial or controlling shareholders of the Company*

Mr Lai has no relationships with any directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules.

(v) *Interest in shares of the Company within the meaning of Part XV of the SFO*

As at the Latest Practicable Date, Mr Lai is taken to be interested in 30,329,032 shares/share options (1.23%) in the Company within the meaning of Part XV of the SFO.

(vi) *Director's emoluments and the basis of determining the director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director has or does not have a service contract) and how much of these emoluments are covered by a service contract*

Mr Lai received emoluments of US\$145,000 equivalent for the year ended 31 December 2011 comprising salary, the 13th month bonus as well as other benefits including leave pay, insurance premium, allowances and pension contribution scheme under his employment contract with Solomon Systech Limited. In addition, Mr Lai also received 1,200,000 share options under the Share Option Plan from the Company in 2011. Such emoluments are reviewed and approved by the Remuneration Committee with reference to market terms, his duties and responsibilities and the Group's remuneration policy. Only the basic payment and the 13th month bonus are covered by the employment contract.

(vii) *Disclosure requirements under Rules 13.51(2) of the Listing Rules*

There is no information which is discloseable nor is/was Mr Lai involved in any of the matters required to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(viii) There are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



**SOLOMON
SYSTECH**

SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2878)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Solomon Systech (International) Limited will be held at 4:00 p.m. on Thursday, 24 May 2012 at 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the following purposes:

- (1) To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2011.
- (2) To re-elect Directors and to authorise the Board of Directors to fix the Directors' remuneration.
- (3) To consider the appointment of Independent Auditor and to authorise the Board of Directors to fix their remuneration.
- (4) To consider as special business and, if thought fit, pass the following resolution as an Ordinary Resolution:
 - (A) **“THAT:**
 - (a) Subject to paragraphs (b) and (c) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange or any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall, in addition to any other authorisation given to the Directors, authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its own shares at a price to be determined by the Directors;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of the issued shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 law or its articles of association to be held; or

(iii) the revocation or variation of the authority granted under this resolution by an ordinary resolution of the shareholders of the Company in general meetings.”

(B) **“THAT:**

(a) subject to paragraphs (b) and (c) below and without prejudice to the resolution numbered 4(C) set out in the notice of this Meeting, the exercise by the Directors during the Relevant Period (as defined in resolution numbered 4(A)(d) set out in the notice of this Meeting) of all the powers of the Company to allot, issue or deal with shares in the capital of the Company or securities convertible into shares or options, warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall, in addition to any other authorisation given to the Directors, authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including warrants or similar rights to subscribe for any shares in the Company) which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of securities allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval given in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of the rights of subscription or conversion under the terms of any securities or bonds which are convertible into any shares in the capital of the Company; (iii) any options

NOTICE OF ANNUAL GENERAL MEETING

granted or issue of shares under any share option scheme or similar arrangement for the time being adopted by the Company, or (iv) any scrip dividend schemes or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution: “Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the Register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(C) “**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) set out in the notice of this Meeting, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to and in accordance with the said resolution numbered 4(A) shall be added to the aggregate nominal amount of the shares in the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally by the directors of the Company pursuant to and in accordance with the said resolution numbered 4(B).”

On behalf of the Board
Leung Kwong Wai
Managing Director

Hong Kong, 23 April 2012

As at the date of this circular, the Board comprises (a) Executive Directors - Dr. LEUNG Kwong Wai (Managing Director) and Mr. LAI Woon Ching; (b) Non-executive Directors - Dr. LAM Pak Lee (Mr. SHEU Wei Fu as his alternate), Mr. LI Xiaochun, Mr. LAI Weide and Mr. ZHAO Guiwu; and (c) Independent Non-executive Directors - Mr. SUN, Patrick (Chairman), Mr. CHOY Kwok Hung, Patrick, Mr. WONG Yuet Leung, Frankie and Mr. YIU Tin Chong, Joseph.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) The Register of Members of the Company will be closed from Monday, 21 May 2012 to Thursday, 24 May 2012 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the above meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 18 May 2012.
- (b) Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll.
- (c) A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (d) In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority or other authority, must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting (as the case may be).
- (e) A form of proxy for use in connection with the Annual General Meeting is enclosed and such form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.solomon-systech.com).

This circular, in both English and Chinese versions (the "Circular"), is available on the Company's website at www.solomon-systech.com (the "Company Website").

Shareholders who have chosen or have been deemed consented to receive the corporate communications (as defined in the Listing Rules) of the Company via the Company Website and who for any reason have difficulty in receiving or gaining access to the Circular posted on the Company Website may obtain a printed copy of the Circular free of charge by sending a request to the Company's Hong Kong Share Registrar, Tricor Investor Services Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong or by sending an email to the Company's Hong Kong Share Registrar at **solomon2878-ecom@hk.tricorglobal.com**.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only, where applicable, or Chinese only, where applicable, or both languages) of corporate communications by any of the above methods.

Shareholders who have chosen to receive printed copy of the corporate communications in either English or Chinese version will receive both English and Chinese versions of the Circular since both languages are bound together into one booklet.