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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,
AMENDMENTS TO THE MEMORANDUM AND ARTICLES,
ADOPTION OF AN AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
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 Tuesday, 27 May 2014 at 29A, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong is set out on pages 27 to 30 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 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.

22 April 2014

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DEFINITIONS

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

“2013 Share Option Scheme”	the share option scheme approved by the Shareholders at the annual general meeting held on 28 May 2013
“Annual General Meeting”	the annual general meeting of the Company to be held on Tuesday, 27 May 2014 at 4:00 p.m. at 29A, Admiralty Centre I, 18 Harcourt Road, Admiralty, 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 27 to 30 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“business day”	any day (other than a Saturday and a Sunday) on which the Stock Exchange is open for the business of trading in securities
“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
“Exchange’s Website”	the official website of Hong Kong Exchanges and Clearing Limited and/or the website “HKExnews”
“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”	15 April 2014, 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, as amended from time to time
“Memorandum”	the memorandum of association of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share 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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“Takeovers Code”	The Code on Takeovers and Mergers approved 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 Director*

** *Independent Non-Executive Director*

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

22 April 2014

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES AND
ISSUE NEW SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
AMENDMENTS TO THE MEMORANDUM AND ARTICLES,
ADOPTION OF AN AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
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 for (i) the granting to the Directors of the Shares Buyback Mandate and the Shares Issuance Mandate to repurchase Shares and to issue new Shares respectively; (ii) the extension of the Shares Issuance Mandate by adding to it the aggregate

LETTER FROM THE BOARD OF DIRECTORS

nominal amount of Shares repurchased by the Company pursuant to the Shares Buyback Mandate; (iii) the re-election of the retiring Directors; and (iv) the amendments to the Memorandum and Articles and the adoption of an amended and restated Memorandum and Articles of Association.

II. GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

Shares Buyback Mandate

At the annual general meeting of the Company held on 28 May 2013, a general mandate was granted to the Directors to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of a new general mandate to the Directors to purchase Shares 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 as at the date of passing of such resolution at the Annual General Meeting (the “Shares Buyback Mandate”).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Shares Buyback Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Shares Buyback Mandate is set out in Appendix A to this circular.

Shares Issuance Mandate

At the annual general meeting of the Company held on 28 May 2013, a general mandate was granted to the Directors to issue Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the relevant resolution. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 to approve the grant of a new general mandate to the Directors to allot, issue or deal with additional Shares of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of 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 the Shares Buyback Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Shares Issuance Mandate.

LETTER FROM THE BOARD OF DIRECTORS

III. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 112 of the Articles, Dr. Lam Pak Lee, Dr. Leung Kwong Wai, Mr. Wong Yuet Leung, Frankie and Mr. Yiu Tin Chong, Joseph, Directors of the Company, will retire by rotation at the Annual General Meeting. Dr. Leung Kwong Wai and Mr. Yiu Tin Chong, Joseph, being eligible, will offer themselves for re-election at the Annual General Meeting.

Dr. Lam Pak Lee and Mr. Wong Yuet Leung, Frankie were appointed in 2004 and have been serving as Non-Executive Directors of the Company for more than 9 years, and in accordance with the newly introduced Service Term Policy of the Company, both decided not to offer themselves for re-election.

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

IV. AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND ADOPTION OF AN AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes that, by way of a special resolution at the Annual General Meeting, the Memorandum and Articles be amended in the manner as set out in Appendix C hereto in order to bring the same in line with the recent amendments to the Listing Rules and Companies Law of the Cayman Islands, and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and for certain other house-keeping and administrative purposes, and an amended and restated Memorandum and Articles of Association which consolidates all the said proposed amendments and all previous amendments made pursuant to resolutions passed by the Shareholders of the Company at general meetings, be approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles.

The proposed major amendments to the existing Memorandum and Articles, include, *inter alia*, the following:

- (1) the application of sections 8 and 19 of the Electronic Transactions Law of the Cayman Islands shall be excluded so that the Company can take advantage of the delivery by electronic means as followed under the Listing Rules to the fullest extent;
- (2) the Board shall have the power to accept the surrender for no consideration of any fully paid Share;
- (3) listed Shares may be transferred to the extent as permitted under the Listing Rules. The share register may be kept in a form otherwise than legible (provided it is capable of being reproduced in a legible form);
- (4) notice of call may be published on the Exchange's Website;
- (5) any notice or document sent by post shall be deemed to have been served on the day on which it is put into a post office situated in Hong Kong; and notice may be given by advertisement published in the manner prescribed under the Listing Rules;

LETTER FROM THE BOARD OF DIRECTORS

- (6) notice of Board meeting shall be given to all Directors, including Directors or alternate Directors who are absent from Hong Kong;
- (7) all resolutions at general meetings of the Company shall be decided by poll, save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands; and an entry on the minute book of the Company shall be conclusive evidence of the voting result;
- (8) the 5% *de minimis* exemption on a Director's right to vote on an interested transaction shall be removed;
- (9) the provision for election of Directors at any general meeting to fill up vacancies shall be removed;
- (10) the provision for retiring Directors to remain in office till successors are appointed shall be removed;
- (11) Directors may be removed by ordinary resolution;
- (12) the register of Directors and officers shall not contain the occupation of the respective Directors and officers;
- (13) a Director may by notice in writing delivered to the principal office of the Company in Hong Kong appoint an alternate Director;
- (14) a Directors' resolution in writing shall not be valid and effective if it relates to any matter or business which a substantial shareholder or a Director has a material conflicting interest;
- (15) Shareholders' approval by ordinary resolution at a general meeting shall be required for any proposal to remove an auditor before expiration of the term of his office;
- (16) the minimum notice period for book closure and suspension of registration of transfer of Shares in respect of rights issues shall be six business days. Any alteration of the book closure date shall be subject to a minimum notice period of five business days; and the Board may also fix in advance the record date for determining entitlement of Shareholders to notice of, and voting at, any general meeting, and to payment of dividend;
- (17) all dividends or bonuses unclaimed after a period of six years from the date of declaration shall be forfeited;
- (18) the Company shall, with Shareholders' approval by special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands as allowed under the Companies Law of the Cayman Islands; and

LETTER FROM THE BOARD OF DIRECTORS

(19) the Company shall, with Shareholders' approval by special resolution, have the power to merge or consolidate with other companies in accordance with the statutory merger and consolidation regime under the Companies Law of the Cayman Islands.

The details of the said proposed amendments to the Memorandum and Articles are set out in Appendix C hereto.

The existing and the proposed amended versions of the Memorandum and Articles can be inspected at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong during normal business hours from the date of this circular up to and including the date of the Annual General Meeting.

V. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 27 to 30 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Shares Buyback Mandate and the Shares Issuance Mandate, the extension of the Shares Issuance Mandate by addition thereto of the aggregate nominal amount of Shares repurchased pursuant to the Shares Buyback Mandate, the re-election of the retiring Directors and the proposed amendments to the Memorandum and Articles and the adoption of an amended and restated Memorandum and Articles of Association. No Shareholder is required to abstain from voting at the Annual General Meeting.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published on the Exchange's Website (www.hkexnews.hk) and the Company's website (www.solomon-systech.com) after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 Exchange's Website (www.hkexnews.hk) and the Company's website (www.solomon-systech.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event 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.

LETTER FROM THE BOARD OF DIRECTORS

VI. RESPONSIBILITY STATEMENT

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

VII. RECOMMENDATION

The Directors are of the opinion that the proposed granting of the Shares Buyback Mandate, the proposed granting/extension of the Shares Issuance Mandate, the proposed re-election of the retiring Directors and the proposed amendments to the Memorandum and Articles and the adoption of an amended and restated Memorandum and Articles of Association are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

VIII. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix A (Explanatory Statement on the Shares Buyback Mandate), Appendix B (Details of the retiring Directors proposed to be re-elected at Annual General Meeting) and Appendix C (Proposed amendments to the Memorandum and Articles) 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 by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the Shares Buyback Mandate.

(1) Share Capital

As at the Latest Practicable Date, the issued share capital of the Company was HK\$246,190,235.10, comprising 2,461,902,351 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, the Directors would be authorised under the Shares Buyback Mandate to repurchase, during the period in which the Shares Buyback Mandate remains in force, an aggregate nominal amount of Shares up to HK\$24,619,023.50 (equivalent to 246,190,235 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

(2) Reasons for Shares Buyback

The Directors believe that the proposed granting of the Shares Buyback Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. 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.

(3) Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the applicable laws of the Cayman Islands and any other applicable laws, as the case may be.

(4) Impact of Repurchase

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 audited financial statements contained in the annual report of the Company for the year ended 31 December 2013) in the event that the Shares Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Shares Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(5) 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 Practical Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
April	0.217	0.197
May	0.490	0.206
June	0.465	0.305
July	0.480	0.325
August	0.440	0.320
September	0.400	0.330
October	0.395	0.330
November	0.385	0.345
December	0.420	0.345
2014		
January	0.470	0.330
February	0.560	0.400
March	0.570	0.335
April (up to the Latest Practicable Date)	0.380	0.340

(6) 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 granting of the Shares Buyback Mandate is approved by the Shareholders.

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Shares Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

(7) Takeovers Code

If, as a result of a repurchase of 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and hereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, China Electronics Corporation, the substantial shareholder of the Company (as defined in the Listing Rules), was interested in 706,366,000 Shares, representing approximately 28.7% of the total issued share capital of the Company.

On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, in the event that the Directors exercise the proposed Shares Buyback Mandate in full, the shareholding of China Electronics Corporation would be increased to approximately 31.88% of the issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. 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. The Board will ensure that the Company will maintain a 25% public float as required under Rule 8.08 of the Listing Rules.

(8) Repurchase of Shares made by the Company

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during 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 being eligible, offer themselves for re-election at the Annual General Meeting:

Dr. Leung Kwong Wai, JP, aged 57, an Executive Director (“Dr. Leung”)

Positions and Experience

Dr. Leung is the Founder and Managing Director of the Group. He also serves as the Group Chief Executive Officer (“CEO”). He is acting as the Authorized Representative (pursuant to Rule 3.05 of the Listing Rules), Chairman of the Investment Committee and a member of the Nomination Committee of the Company. Dr. Leung is a director of the wholly-owned subsidiaries of the Group namely Ample Pacific Limited, Broadwood Global Limited, Cornway 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. In 2013, Dr. Leung ceased to be a Director of EPD Technology Limited, the associated company of the Group.

Dr. Leung was the director of operations of Motorola Semiconductors Hong Kong Limited just before he established Solomon Systech Limited in 1999. Currently, he is honorary vice chairman of Hong Kong Electronic Industries Association, vice president of the Hong Kong Semiconductor Industry Council, and a member of the board of directors of Nano and Advanced Materials Institute Limited, as well as a member of Technical Advisory Committee of the National ASIC Engineering Research Centre (Hong Kong Branch). Dr. Leung is also vice president of Executive Council of CSIA-ICCAD. Dr. Leung received the Young Industrialist Awards for Hongkong in 2001, the Outstanding Polytechnic University Alumni Award in 2003, the Outstanding Achievement Award by China Semiconductor Industry Association in 2004, and was conferred Honorary Fellowship by the Hong Kong University of Science and Technology in 2007.

In January 2013, Dr. Leung was appointed by the Chief Executive of the Hong Kong Special Administrative Region as a non-official member of the Working Group on Manufacturing Industries, Innovative Technology, and Cultural and Creative Industries, which is among the four Working Groups of the Economic Development Commission. In March 2014, Dr. Leung was appointed as a member of the Steering Committee on Innovation and Technology of Hong Kong.

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

Length of Services

Dr. Leung has a service contract with the Company starting from November 2003 for a period of 3 years and the same shall continue thereafter. Dr. Leung is subject to retirement by rotation and is eligible for re-election at the Annual General Meeting in accordance with the Articles.

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

Relationships

Dr. Leung does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Dr. Leung is taken to be interested in 122,200,308 Shares / share options (4.97%) in the Company within the meaning of Part XV of the SFO.

Director's Emoluments

Dr. Leung received emoluments of US\$336,000 equivalent for the year ended 31 December 2013 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 8,000,000 share options under the 2013 Share Option Scheme from the Company. 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.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Dr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr. Leung's re-election that need to be brought to the attention of the Shareholders.

Mr. Yiu Joseph Tin-chong, aged 64, an Independent Non-executive Director ("Mr. Yiu")

Positions and Experience

Mr. Yiu has been an Independent Non-executive Director since July 2011. He is also a member of the Investment Committee, Nomination Committee and Remuneration Committee of the Company respectively.

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, responsible for new entity/business formation, sales operation, market development and overall corporate governance in the 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

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

in the technical field and management role. His last position with Motorola Group was corporate vice president and general manager of Motorola Semiconductor (Hong Kong) Ltd, with the responsibility of overseeing sales, marketing, product development and business operations of Asia Pacific region. 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 did not hold any directorship in the companies of which the shares are listed on the Stock Exchange or overseas in the last three years except in the Company.

Length of Services

Mr. Yiu has a service contract with the Company starting in July 2011 and was renewed in 2013 for a period of one year to 30 June 2014. Mr. Yiu is subject to retirement by rotation and is eligible for re-election at the Annual General Meeting in accordance with the Articles.

Relationships

Mr. Yiu does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Yiu is taken to be interested in 2,800,000 share options (0.11%) in the Company within the meaning of Part XV of the SFO.

Director's Emoluments

Mr. Yiu is entitled to US\$17,000 basic fee per annum plus other fees as a member of the Company's Committees and for his attendance to the Company's Board/Board Committees' meetings. For the year ended 31 December 2013, Mr. Yiu received emoluments of US\$25,000 equivalent and also 800,000 share options under the 2013 Share Option Scheme of the Company. Such emoluments were reviewed and approved by the Executive Directors with reference to market terms, his duties and responsibilities, the Group's remuneration policy and the Articles.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Yiu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yiu's re-election that need to be brought to the attention of the Shareholders.

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

The Board proposes to amend the existing Memorandum and Articles and adopt an amended and restated Memorandum and Articles of Association. The details of the proposed amendments to the existing Memorandum and Articles are set out below:

A. Amendments to the Memorandum

1. The original part of the Memorandum preceding Clause 1 of the Memorandum shall be deleted in its entirety and replaced by the following reflecting the proposed latest version of the Memorandum:

“CAYMAN ISLANDS

The Companies Law (2013 Revision) (Cap. 22)

Company Limited by Shares

—————
AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION

OF

SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(adopted by Special Resolution passed on 27 May, 2014)”

2. All references to “Companies Law (2003 Revision)” in the Memorandum shall be replaced by “Companies Law (2013 Revision)”.
3. The original Clause 2 shall be deleted in its entirety, and replaced by the following:

“The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.”

4. The original Clause 7 shall be deleted in its entirety, and replaced by the following:

“If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (2013 Revision) and, subject to the provisions of the Companies Law (2013 Revision) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”

B. Amendments to the Articles

5. The original part of the Articles preceding Article 1 of the Articles shall be deleted in its entirety and replaced by the following reflecting the proposed latest version of the Articles:

“CAYMAN ISLANDS

The Companies Law (2013 Revision) (Cap. 22)

Company Limited by Shares

AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(adopted by Special Resolution passed on 27 May, 2014)”

6. All references to “Companies Law (2003 Revision)” in the Articles shall be replaced by “Companies Law (2013 Revision)”.
7. The original definition of the term “Associates” shall be deleted in its entirety, and replaced by the following:

““Associates” shall mean, in relation to any Director:

- (i) his spouse and any of his or his spouse’s children or step-children, natural or adopted, under the age of 18 (together, the “family interests”);
- (ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object;
- (iii) any company in the equity capital of which he, his family interests, and/or any of the trustees referred to in paragraph (ii) above, acting in their capacity as such trustees, taken together are directly or indirectly interested (other than through their respective interests in the capital of the Company) so as to exercise or control the exercise of 30 per cent. (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board and any other company which is its subsidiary; and
- (iv) any other persons who would be deemed to be an “associate” of the Director under the Listing Rules.”

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

8. The original definition of the term “business day” shall be deleted in its entirety, and replaced by the following:

““business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for the business of dealing in securities in Hong Kong on a business day by 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 subject to the requirements of the Listing Rules (as applicable);”

The new definition stated above shall be inserted after the definition of “Board”, in accordance with alphabetical order.

9. The original definition of the term “the Companies Ordinance” shall be deleted in its entirety, and replaced by the following:

““the Companies Ordinance” shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time;”

10. The original definition of the term “electronic” shall be deleted in its entirety, and replaced by the following:

““electronic” shall have the meaning given to it in the Electronic Transactions Law;”

11. The definition of the term “electronic means” shall be inserted after the definition of “electronic”:

““electronic means” includes sending or otherwise making available to the intended recipients of the communication in electronic format;”

12. The definition of the term “Electronic Transactions Law” shall be inserted after the definition of the term “Electronic Signature”:

““Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”

13. The definition of the term “Memorandum” shall be inserted after the definition of the term “Listing Rules”:

““Memorandum” shall mean the memorandum of association of the Company;”

14. The definition of the term “published on the Exchange’s website” shall be inserted after the definition of the term “published in the newspapers”:

““published on the Exchange’s website” shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules;”

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

15. The definition of the term “rights issue” shall be inserted after the definition of the term “the register”:

““rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings;”

16. The original definition of the term “subsidiary and holding company” shall be deleted in its entirety, and replaced by the following:

““subsidiary” and “holding company” shall have the meanings attributed to such terms in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules;”

17. The original definition of the term “singular and plural” shall be amended by replacing the “.” at the end of the definition by “;”

18. The definition of the term “Electronic Transactions Law” shall be inserted after the definition of the term “singular and plural”:

“sections 8 and 19 of the Electronic Transactions Law shall not apply.”

19. The original Article 7 shall be deleted in its entirety, and replaced by the following:

“Subject to the Law, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.”

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

20. The following shall be inserted as Article 7A:

“The Board may accept the surrender for no consideration of any fully paid share.”

21. The original Article 10(b) shall be deleted in its entirety, and replaced by the following:

“The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.”

22. The following shall be inserted as Article 14(e):

“For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”

23. The original Article 15(c) shall be deleted in its entirety, and replaced by the following:

“The register may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.”

24. The following shall be inserted as Article 15(e):

“In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.”

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

25. The original Article 16 shall be deleted in its entirety, and replaced by the following:

“Every person whose name is entered as a member in the register shall be entitled without payment to receive, within any relevant time limit prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.”

26. The heading of Article 23 shall be deleted in its entirety, and replaced by “Application of proceeds of such sale”.

27. The heading of Article 28 shall be deleted in its entirety, and replaced by “Notice of call may be given by electronic means or published in newspapers”.

28. The original Article 28 shall be deleted in its entirety, and replaced by the following:

“In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.”

29. The following shall be inserted as Article 38A:

“Notwithstanding Articles 37 and 38, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

30. The original Article 44 shall be deleted in its entirety, and replaced by the following:

“The registration of transfers may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.”

31. The word “years” in the second sentence of the original Article 66 shall be replaced by the word “year”.

32. The original Article 69(a) shall be deleted in its entirety, and replaced by the following:

“Subject to such other minimum period as may be specified in the Listing Rules from time to time, an annual general meeting shall be called by notice of not less than 21 clear days and not less than 20 clear business days and any extraordinary general meeting called for the passing of a special resolution shall be called by notice of not less than 21 clear days and not less than 10 clear business days. All other extraordinary general meetings may be called by notice of not less than 14 clear days and not less than 10 clear business days. The notice shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 71) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

33. The heading of Article 76 shall be deleted in its entirety, and replaced by “Must vote by poll”.

34. The original Article 76 shall be deleted in its entirety, and replaced by the following:

“At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.”

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

35. The original Article 77 shall be deleted in its entirety, and replaced by the following:

“A poll shall (subject as provided in Article 78) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.”

36. The original Article 78 shall be deleted in its entirety, and replaced by the following:

“Any poll on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”

37. The following shall be inserted as Article 78A:

“Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

38. The original Article 79 shall be deleted in its entirety, and replaced by the following:

“In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote.”

39. The original Article 81(a) shall be deleted in its entirety, and replaced by the following:

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member 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. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.”

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

40. The original Article 92(b) shall be deleted in its entirety, and replaced by the following:

“If a recognized clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognized clearing house (or its nominee(s)) which he represents as that recognized clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.”

41. The original Article 95 shall be deleted in its entirety, and replaced by the following:

“The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 112.”

42. The original Article 96(a) shall be deleted in its entirety, and replaced by the following:

“A Director may at any time by notice in writing delivered to the registered office of the Company, the principal office of the Company in Hong Kong or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.”

43. The original Article 102(vii) shall be deleted in its entirety, and replaced by the following:

“if he shall be removed from office by an ordinary resolution under Article 118(a).”

44. The original Article 103(c)(iii) shall be deleted in its entirety.

45. The original Article 103(c)(iv) and the original Article 103(c)(v) shall be renumbered as “Article 103(c)(iii)” and “Article 103(c)(iv)”, respectively.

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

46. The original Article 108(c) shall be deleted in its entirety, and replaced by the following:

“(a) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not:

- (i) make a loan to a Director or his Associate, or a body corporate controlled by such a Director, or a director of a holding company of the Company; or
- (ii) give a guarantee or provide security in connection with a loan made by any person to a Director or a body corporate controlled by such a Director, or a director of a holding company of the Company,

and, for the purpose of this Article 108(c), “a body corporate controlled by such a Director” shall be construed in accordance with Section 492 of the Companies Ordinance.”

47. The original Article 113 shall be deleted in its entirety.

48. The original Article 114 shall be deleted in its entirety.

49. The original Article 117 shall be deleted in its entirety, and replaced by the following:

“The Company shall keep at its office a register of directors and officers containing their names and addresses and any other particulars required by the Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Law.”

50. The original Article 120 shall be deleted in its entirety, and replaced by the following:

“A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.”

51. The original Article 129 shall be deleted in its entirety, and replaced by the following:

“Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 96(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.”

APPENDIX C PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

52. The original Article 152 shall be deleted in its entirety, and replaced by the following:

“All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the exclusive benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof or be required to account for any money earned thereon. All dividends or bonuses unclaimed after a period of six years from the date of declaration shall be forfeited and shall revert to the Company and after such forfeiture no member or other person shall have any right to or claim in respect of such dividends or bonuses.”

53. The heading of Article 161 shall be deleted in its entirety, and replaced by “Appointment, removal, and remuneration of Auditors”.

54. The original Article 161 shall be deleted in its entirety, and replaced by the following:

“The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.”

55. The original Article 163(a) shall be deleted in its entirety, and replaced by the following:

“Except as otherwise provided in these Articles, any notice or document including any “corporate communication” within the meaning ascribed thereto under the Listing Rules as amended from time to time may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

56. The original Article 165(a) shall be deleted in its entirety, and replaced by the following:

“Any notice or document sent by post shall be deemed to have been served on the day on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.”

57. The following shall be inserted as Article 178:

“Transfer by Way of Continuation

178. The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”

58. The following shall be inserted as Article 179:

“Mergers and Consolidations

179. The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.”

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 (the “**Company**”) will be held at 4:00 p.m. on Tuesday, 27 May 2014 at 29A, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong for the following purposes:

Ordinary Business

1. To receive and consider the audited consolidated financial statements, the reports of the directors and the independent auditor of the Company for the year ended 31 December 2013.
2. To re-elect the retiring 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.

Special Business

To consider as special business and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined under paragraph (c) below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;
 - (b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from 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 any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined under paragraph (d) below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined under paragraph (d) below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of this resolution and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from 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 any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange).”

6. “**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

To consider as special business and, if thought fit, pass, with or without amendments, the following resolution as a special resolution:

7. “**THAT** the amendments (“**Amendments**”) to the existing memorandum and articles of association of the Company in the manner as set out in the Appendix C to the circular to which this Notice forms part be and are hereby approved, and the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all the proposed Amendments and all previous amendments made pursuant to resolutions passed by the Shareholders of the Company at general meetings, be approved and adopted as the amended and restated

NOTICE OF ANNUAL GENERAL MEETING

memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect.”

On behalf of the Board
Leung Kwong Wai
Managing Director

Hong Kong, 22 April 2014

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.

Notes:

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- (b) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (c) For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Thursday, 22 May 2014 to Tuesday, 27 May 2014, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 May 2014.
- (d) All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (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 Hong Kong Exchanges and Clearing Limited (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 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 branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 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) of corporate communications by any of the above methods.