
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 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 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 Tuesday, 7 June 2016 at 2402, 24/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong is set out on pages 14 to 17 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.

27 April 2016

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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, 7 June 2016 at 4:00 p.m. at 2402, 24/F, 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 14 to 17 of this circular
“Articles”	the articles of association of the Company
“associates”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“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
“CEC”	China Electronics Corporation [#] 中國電子信息產業集團有限公司, a state-owned information technology conglomerate under the administration of the central government of the PRC, a substantial shareholder of the Company through its interests in Huada
“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, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Huada”	Huada Semiconductors Co. Ltd [#] 華大半導體有限公司, a PRC company wholly-owned by CEC with limited liability to consolidate all integrated circuits businesses under CEC group, is a substantial shareholder of the Company
“Latest Practicable Date”	22 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers, as set out in Appendix 10 to the Listing Rules
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) 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
“Share Issuance Mandate”	as defined in the section headed “Share Issuance Mandate” of the Letter from the Board
“Share Repurchase Mandate”	as defined in the section headed “Share Repurchase 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
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission in Hong Kong, as amended from time to time
“US\$”	the United States Dollars, the lawful currency of the United States of America

[#] for identification purpose only

LETTER FROM THE BOARD



**SOLOMON
SYSTECH**

SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2878)

Directors:

Leung Kwong Wai (*Chairman*)
Yeh Tsuei Chi (*Chief Executive Officer*)
Cheung Wai Kuen, Kenny
Li Jun*
Li Rongxin*
Zhao Guiwu*
Leung Heung Ying**
Sheu Wei Fu**
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

27 April 2016

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES, RE-ELECTION OF 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 for (i) the granting to the Directors of the Share Repurchase Mandate and the Share Issuance Mandate to repurchase Shares and to issue new Shares respectively; (ii) the extension of the Share Issuance Mandate by adding to it the total number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

II. GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

Share Repurchase Mandate

At the annual general meeting of the Company held on 16 June 2015, a general mandate was granted to the Directors to repurchase Shares of up to 10% of the total number of the Shares in issue 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 a total number of up to 10% of the total number of the Shares in issue as at the date of passing of such resolution at the Annual General Meeting (the “Share Repurchase Mandate”).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase 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 Share Repurchase Mandate is set out in Appendix A to this circular.

Share Issuance Mandate

At the annual general meeting of the Company held on 16 June 2015, a general mandate was granted to the Directors to issue Shares not exceeding 10% of the total number of the Shares in issue 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 a total number of up to 10% of the total number of the Shares in issue as at the date of passing of such resolution at the Annual General Meeting (the “Share Issuance Mandate”). An ordinary resolution to extend the Share Issuance Mandate by adding the total number of the Shares repurchased by the Company pursuant to the Share Repurchase 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 Share Issuance Mandate.

LETTER FROM THE BOARD

III. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 95 of the Articles, Dr. Yeh Tsuei Chi, appointed as an addition to the Board, will retire at the Annual General Meeting.

In accordance with Article 112 of the Articles, Dr. Leung Kwong Wai, Mr. Cheung Wai Kuen, Kenny and Mr. Leung Heung Ying, Directors of the Company, will retire by rotation at the Annual General Meeting.

Dr. Leung Kwong Wai and Mr. Cheung Wai Kuen, Kenny decided not to offer themselves for re-election.

Dr. Yeh Tsuei Chi and Mr. Leung Heung Ying being eligible, will offer themselves for re-election at the Annual General Meeting.

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. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Share Repurchase Mandate and the Share Issuance Mandate, the extension of the Share Issuance Mandate by addition thereto of the total number of Shares repurchased pursuant to the Share Repurchase Mandate and the re-election of the retiring Directors.

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

V. 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.

VI. RECOMMENDATION

The Directors are of the opinion that the proposed granting of the Share Repurchase Mandate, the proposed granting/extension of the Share Issuance Mandate and the proposed re-election of the retiring Directors 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.

VII. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix A (Explanatory Statement on the Share Repurchase 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
Chairman

APPENDIX A EXPLANATORY STATEMENT ON THE SHARE REPURCHASE 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 Share Repurchase Mandate.

(1) Share Capital

As at the Latest Practicable Date, the Company had 2,477,102,351 Shares in issue. 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 Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of 247,710,235 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

(2) Reasons for Share Repurchases

The Directors believe that the proposed granting of the Share Repurchase 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 Share Repurchase 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 Share Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose (e.g. distributable reserves) 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 Share Repurchases

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 2015) in the event that the Share Repurchase 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 Share Repurchase 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.

APPENDIX A EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

(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>
2015		
April	0.420	0.295
May	0.455	0.375
June	0.670	0.400
July	0.500	0.290
August	0.385	0.285
September	0.330	0.285
October	0.435	0.310
November	0.570	0.385
December	0.520	0.370
2016		
January	0.410	0.300
February	0.345	0.300
March	0.360	0.320
April (up to the Latest Practicable Date)	0.345	0.305

(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 Share Repurchase 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 Share Repurchase 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 Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

APPENDIX A EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

(7) Takeovers Code

If, as a result of a repurchase of the Shares pursuant to the Share Repurchase 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.

(a) Directors' interests

The interests and short positions of each Director and chief executive in the shares and underlying shares of the Company or its associated corporations (within the meaning of the Securities and Futures Ordinance), as recorded in the register required to be kept by the Company under Section 352 of Part XV of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

	<u>Position</u>	Number of ordinary shares in the Company as at the Latest Practicable Date			% of the issued Share of the Company
		<u>Shares</u>	<u>Share Options⁽ⁱ⁾</u>	<u>Total</u>	
Independent Non-executive Directors					
Leung Heung Ying	Long	—	1,600,000	1,600,000	0.06%
Sheu Wei Fu	Long	—	1,600,000	1,600,000	0.06%
Yiu Tin Chong, Joseph	Long	2,000,000	2,400,000	4,400,000	0.18%
Non-executive Directors					
Li Jun	Long	—	—	—	—
Li Rongxin	Long	—	—	—	—
Zhao Guiwu	Long	—	—	—	—
Executive Directors					
Leung Kwong Wai	Long	122,200,308	1,600,000	123,800,308	5.00%
Yeh Tsuei Chi	Long	2,292,000	15,000,000	17,292,000 ⁽ⁱ⁾	0.70%
Cheung Wai Kuen, Kenny	Long	1,260,000	2,100,000	3,360,000	0.14%

(i) The shares and share options have not vested and, accordingly are not exercisable as at the Latest Practicable Date.

APPENDIX A EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

The register of substantial shareholders required to be kept by the Company under section 336 of Part XV of the SFO shows that as at the Latest Practicable Date, the Company had been notified of the following substantial shareholders' interests and short positions in the shares or underlying shares of the Company, being interests of 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the directors and the chief executive of the Company.

Number of ordinary shares of the Company as at the Latest Practicable Date				% of the issued Share of the Company
Shareholder	Capacity	Position	Number of shares held	
Huada	Beneficial owner	Long	706,066,000	28.50%
CEC	Interest of controlled corporation	Long	706,066,000	28.50%

Pursuant to an announcement made on 2 February 2016, Huada entered into an acting-in-concert agreement with Dr. Yeh Tsuei Chi ("Dr. Yeh"), Director and Chief Executive Officer of the Company. Upon the full vesting and exercise of the share and share options of Dr. Yeh, Huada/CEC and Dr. Yeh will together hold an aggregate of 723,358,000 Shares of the Company representing approximately 29.0% of the total number of Shares of the Company in issue.

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 Share Repurchase Mandate in full, the shareholding of Huada/CEC and Dr. Yeh would be increased to approximately 32.23% of the total number of Shares of the Company in issue. 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 Share Repurchase 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. Yeh Tsuei Chi, aged 61, an Executive Director (“Dr. Yeh”)

Positions and Experience

Dr. Yeh joined the Group as the Chief Executive Officer on 4 January 2016 and was appointed as an Executive Director and also a member of the Investment Committee under the Board on 23 March 2016. He has over 30 years’ experience in the semiconductor and electronics industry.

Dr. Yeh graduated from Taipei Institute of Technology and was awarded a diploma in Chemical Engineering. He received a Master of Science degree in Engineering Science in 1980 and a PhD degree in Engineering Science in 1986 from the University of Mississippi, USA. He was an Adjunct Professor, Electronics Engineering Department of the National Tsing Hua University in Taiwan. Prior to joining the Group, he had been the president of Home Entertainment Business Unit, Sunplus Technology Co., Ltd. (TWSE: 2401, LSE: SUPD) and the president of Availink, Inc.. Dr. Yeh also held various senior management positions in a number of startup and mature companies, including Faraday Technology Corporation, Winbond Electronics Corporation, Cheertek, Inc., etc.

Dr. Yeh did not hold any directorships in the companies of which the shares are listed on any securities market in Hong Kong or overseas in the last three years except in the Company.

Length of Service

Dr. Yeh has a service contract as an Executive Director with the Company commencing from 23 March 2016 to 30 June 2017. He is subject to retirement by rotation and is eligible for re-election at the annual general meeting in accordance with the Articles. Dr. Yeh will not receive director’s fee from the Company.

Relationships

Huada notified the Company on 2 February 2016 that Huada had entered into an acting-in-concert agreement (the “Agreement”) with Dr. Yeh. The terms of the Agreement were set out in the announcement dated 2 February 2016. Dr. Yeh has become a party acting in concert with Huada/CEC under The Code on Takeovers and Mergers since 2 February 2016.

To the best knowledge of the Company, Huada/CEC is holding 706,066,000 shares of the Company, representing approximately 28.5% of the total number of issued/CEC Share of the Company as at the Latest Practicable Date.

Saved as disclosed in this circular, Dr. Yeh does not have any other relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company or hold any other positions in the Group.

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

Interest in Shares

As at the Latest Practicable Date, Dr. Yeh is taken to be interested in 17,292,000 shares/share options of the Company (within the meaning of Part XV of the Securities and Futures Ordinance), being interests under the share awards and share options granted to him, and they represent approximately 0.7% of the total number of issued Share in the Company. The said share awards and share options have not vested and, accordingly are not exercisable as at the Latest Practicable Date. Upon the full vesting and exercise of such share awards and share options, Dr. Yeh and Huada/CEC will together hold an aggregate of 723,358,000 shares of the Company, representing approximately 29.0% of the issued share capital of the Company.

Director's Emoluments

Dr. Yeh has entered into an employment contract as the Chief Executive Officer with Solomon Systech Limited, a wholly owned major operating subsidiary of the Company in accordance with the Hong Kong Employment Ordinance. Dr. Yeh has no fixed term of service with the Group. Dr. Yeh is entitled to receiving a remuneration of approximately HK\$3,031,000 per annum comprising basic salary, allowances (initial settlement, medical and transportation), 13th month bonus and special initial bonus. He is also entitled to further benefits from his employment with the Group, including leave pay, group insurance, health care subsidy and pension contribution scheme. Such emoluments have been reviewed and approved by the Remuneration Committee with reference to market terms, his duties and responsibilities and the Group's remuneration policy.

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. Yeh 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. Yeh's re-election that need to be brought to the attention of the Shareholders.

Mr. Leung Heung Ying, aged 52, an Independent Non-executive Director ("Mr. Leung")

Positions and Experience

Mr. Leung has been an Independent Non-executive Director since October 2014. He is the Chairman of the Audit Committee of the Company. He is also a member of the Nomination Committee and Remuneration Committee of the Company respectively.

Mr. Leung is the managing director and founder of Proton Capital Limited. He has been appointed a member to the Listing Committee of Stock Exchange since July 2010. He was previously an executive director of Harmonic Strait Financial Holdings Limited (HKSE:0033) and an independent non-executive director of Creative Energy Solutions Holdings Limited (HKSE: 8109).

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

Mr. Leung is a Fellow Member of the Institute of Chartered Accountants in England and Wales, and the Hong Kong Institute of Certified Public Accountants. At the latter he was previously a member of the Corporate Finance Committee, the Expert Panel on Listing and the Advisory Committee on Listing and Takeover Regulations. He is a Standing Committee member of the Political Consultative Committee of Wu Hua County of Guangdong Province and an arbitrator of the Panel of Arbitrators of China International Economic and Trade Arbitration Commission. Mr. Leung is a member of the Public Affairs Forum of the HKSAR Government. He also serves as a committee member of Hong Kong Securities Professionals Association.

Mr. Leung graduated from the University of Bradford, United Kingdom with a bachelor's degree. He received a master's degree from London School of Economics and political Science of University of London, United Kingdom and a bachelor's degree in Chinese Laws from Peking University, the PRC.

Saved as disclosed in this circular, Mr. 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.

Length of Service

Mr. Leung has a service contract with the Company which was renewed in 2015 for a period of one year to 30 June 2016. Mr. Leung is subject to retirement by rotation and is eligible for re-election at the annual general meeting in accordance with the Articles.

Relationships

Mr. 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, Mr. Leung is taken to be interested in 1,600,000 share options (represent approximately 0.06% of the total number of the issued Share in the Company) in the Company within the meaning of Part XV of the SFO.

Director's Emoluments

Mr. Leung 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 2015, Mr. Leung received emoluments of US\$41,000 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. 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 Mr. Leung's re-election 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 (the “**Company**”) will be held at 4:00 p.m. on Tuesday, 7 June 2016 at 2402, 24/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong for the following purposes:

Capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company unless otherwise specified.

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 2015.
2. To re-elect the retiring directors and to authorise the board of directors to fix the Directors’ remuneration.
3. To consider the re-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 number of Shares to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of the Shares capital 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 total number of Shares 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 total number of the Shares in issue on the date of passing of this resolution and the said mandate shall be limited accordingly; and

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(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 total number 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 total number 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 total number of the Shares of the Company in issue as at the date of passing of this resolution.”

On behalf of the Board
SOLOMON SYSTECH (INTERNATIONAL) LIMITED
Leung Kwong Wai
Chairman

Hong Kong, 27 April 2016

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Board comprises (a) Executive Directors - Dr. LEUNG Kwong Wai (Chairman), Dr. YEH Tsuei Chi (Chief Executive Officer) and Mr. CHEUNG Wai Kuen, Kenny; (b) Non-executive Directors - Dr. LI Jun, Mr. LI Rongxin and Mr. ZHAO Guiwu; and (c) Independent Non-executive Directors - Mr. LEUNG Heung Ying, Mr. SHEU Wei Fu 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, 2 June 2016 to Tuesday, 7 June 2016, 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, 1 June 2016.
- (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 Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.solomon-systech.com) 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.