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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,
ISSUE NEW SHARES AND
RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of Solomon Systech (International) Limited (the "Company") to be held at 4:30 p.m. on Thursday, 8 May 2008 at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

9 April 2008

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on Thursday, 8 May 2008 at 4:30 p.m. at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Solomon Systech (International) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	the Issue Mandate, Repurchase Mandate and Extension Mandate
“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”	7 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Award Plan”	the employee incentive plan adopted by the Company pursuant to a resolution of the Shareholders on 25 February 2004 and a resolution of the Board on 19 March 2004

DEFINITIONS

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

LETTER FROM THE BOARD OF DIRECTORS



**SOLOMON
SYSTECH**

SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(Incorporated in the Cayman Islands with limited liability)

Directors:

Leung Kwong Wai (*Managing Director*)

Huang Hsing Hua

Lai Woon Ching

Lam Shun Fu, Percy

Lo Wai Ming

Chang Ching Yi, Steven*

Lam Pak Lee*

Sheu Wei Fu* (*alternate to Lam Pak Lee*)

Sun, Patrick** (*Chairman*)

Choy Kwok Hung, Patrick**

Wong Yuet Leung, Frankie**

* *Non-Executive Directors*

** *Independent Non-Executive Directors*

Registered office:

P.O. Box

309GT

Ugland House

South Church Street

George Town

Grand Cayman

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

9 April 2008

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES,
ISSUE NEW SHARES AND
RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

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

LETTER FROM THE BOARD OF DIRECTORS

II. GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

1. Buyback and Issuance Mandates

At the last Annual General Meeting of the Company held on 3 May 2007, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares of the Company and to issue new Shares of the Company respectively. Such mandates will lapse at the conclusion of the Annual General Meeting and therefore, ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors as follows:

- (a) to purchase Shares of the Company on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution at the Annual General Meeting (the “Buyback Mandate”);
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution at the Annual General Meeting (the “Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in Ordinary Resolution No. 5 set out in the notice of the Annual General Meeting.

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

III. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 112 of the Articles of Association, Mr Huang Hsing Hua, Mr Chang Ching Yi, Steven and Mr Wong Yuet Leung, Frankie, directors of the Company, will retire by rotation at the forthcoming Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix C to this circular.

IV. ANNUAL GENERAL MEETING

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 Issuance Mandate, the Buyback Mandate and the mandate to issue and allot new Shares up to the number of Shares repurchased pursuant to the Buyback Mandate and the re-election of the retiring Directors.

LETTER FROM THE BOARD OF DIRECTORS

The procedure by which Shareholders of the Company may demand a poll at a general meeting of the Company is set out in Appendix B of this circular.

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

V. RECOMMENDATIONS

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

VI. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix A (Explanatory Statement on the Buyback Mandate), Appendix B (Procedures by which Shareholders may demand a poll at a general meeting pursuant to the Articles of Association) and Appendix C (Details of the retiring Directors proposed to be re-elected at Annual General Meeting) to this circular.

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

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

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

(a) Share Capital

As at the Latest Practicable Date, the issued share capital of the Company was HK\$244,530,235.10 comprising 2,445,302,351 shares of HK\$0.10 each. Subject to the passing of ordinary resolution No. 5 set out in the notice of the Annual General Meeting and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting. Exercise in full of the Buyback Mandate could accordingly result in up to 244,530,235 fully paid up Shares being repurchased by the Company during the period in which the Buyback Mandate remains in force.

(b) Reasons for share buyback

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

(c) Funding of Repurchases

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

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the most recent published 2007 audited financial statements) in the event that share repurchases pursuant to the Buyback Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company unless the Directors consider that such purchases are in the best interests of the Company.

(d) Market Price of Shares

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

	Shares Prices (per share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2007		
April	1.320	1.170
May	1.180	0.990
June	1.280	1.030
July	1.140	0.790
August	0.800	0.590
September	0.770	0.630
October	0.800	0.670
November	0.770	0.620
December	0.720	0.630
2008		
January	0.660	0.450
February	0.570	0.495
March	0.550	0.440
April (up to the Latest Practicable Date)	0.460	0.445

(e) General

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

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

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

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of The Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following substantial shareholders as defined in the Listing Rules have or are taken to have interests under the SFO representing such percentages as set out respectively in the third and fourth columns of the following table:

Name of Substantial shareholders	No. of Shares interested	Percentage of Shareholding in the Company	
		At present	If power is exercised in full to repurchase shares
TIAA-CREF Investment Management, LLC	170,527,237	6.97%	7.75%
Leung Kwong Wai	125,380,001	5.13%	5.70%
State Street Corporation	187,366,419	7.66%	8.51%

On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, in the event that the Directors exercise in full the power to repurchase Shares of the Company in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the interests of the above substantial shareholders would be increased to such percentages of the issued share capital of the Company as set out in the fourth column of the above table. The Directors will not make repurchase of Shares if the result of the repurchase would be that less than 25% of the issued share capital of the Company would be in public hands. The Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Buyback Mandate.

The Company has repurchased a total of 44,302,000 shares of the Company on the Stock Exchange during the eight months preceding the Latest Practicable Date, details of which are as follows:

Date of Repurchase	Number of Shares repurchased	Price for the Repurchased Shares	
		Highest (HK\$)	Lowest (HK\$)
18 September 2007	1,800,000	0.70	—
20 September 2007	3,688,000	0.70	0.69
25 September 2007	3,000,000	0.69	0.67
27 September 2007	8,000,000	0.69	0.68
24 October 2007	1,400,000	0.68	—
25 October 2007	5,000,000	0.68	—
29 October 2007	2,000,000	0.68	—
2 November 2007	608,000	0.67	—
13 November 2007	5,000,000	0.68	—
22 November 2007	6,000,000	0.64	0.63
23 November 2007	5,000,000	0.64	0.62
7 December 2007	1,500,000	0.66	—
10 December 2007	<u>1,306,000</u>	0.66	—
Total:	<u>44,302,000</u>		

**APPENDIX B PROCEDURES BY WHICH SHAREHOLDERS MAY DEMAND A POLL AT A
GENERAL MEETING PURSUANT TO THE ARTICLES OF ASSOCIATION**

According to the Company's Articles of Association, at any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Stock Exchange (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or in the case of a corporation, by its duly authorised representative or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

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

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

(1) Mr Huang Hsing Hua, aged 49, an Executive Director (“Mr Huang”)

(i) Positions held with other members of the Company’s group

Mr Huang has been a Director of Solomon Systech Limited and Solomon Systech Taiwan Limited since 17 January 2001 and January 2005 respectively, which are subsidiaries of the Company.

(ii) Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications

Mr Huang is the Vice President, Sales of the Group, responsible for sales, market development and field application support. He has over 27 years of working experience in the electronics industry. He worked in Motorola Inc. for 11 years covering functions such as product marketing, planning and sales. He graduated from Hua-Sha Industrial Technology Institute with a Professional Diploma.

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

Mr Huang has a service contract with the Company starting from 3 February 2004 for a period of 3 years and the same shall continue thereafter.

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

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

(v) Interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance

As at the Latest Practicable Date, Mr Huang is taken to be interested in 9,680,000 shares (0.4%) and 1,300,000 share options (0.05%) in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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

Mr Huang received emoluments of US\$144,000 equivalent for the year ended 31 December 2007 comprising salary, discretionary bonus as well as other benefits including leave pay,

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

insurance premium, health care subsidy, allowance and pension contribution scheme from the employment of Solomon Systech Limited. In addition, Mr Huang was granted 320,000 shares under the Share Award Plan with 2-year vesting term and 500,000 share options under the Share Option Plan from the Company in 2007. Such emoluments are reviewed and approved by the Remuneration Committee with reference to market terms, his duties and responsibilities and the Group's remuneration policy. Only the basic payment and the 13th month bonus are covered by the employment contract.

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

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

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

(2) Mr Chang Ching Yi, Steven, aged 46, a Non-executive Director (“Mr Chang”)

(i) *Positions held with other members of the Company's group*

Mr Chang has been a Director of Solomon Systech Limited, Ample Pacific Limited and Mentor Ventures Limited since 26 December 2002, 25 February 2004 and 18 January 2005 respectively, which are subsidiaries of the Company. He is also the Chairman of the Remuneration Committee of the Company.

(ii) *Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications*

Mr Chang, as Founder, Chairman and CEO of The CID Group Ltd. (“CID”), has 17 years of management experience. CID is a venture capital firm. It has invested in many companies across a wide range of industries in Asia from IC design, TFT-LCD wireless communications to electronic materials and others.

He received a bachelor degree from National Chung Hsin University and his MBA from National Cheng-Chi University.

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

Mr Chang has a 2-year service contract with the Company till 30 June 2008.

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

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

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

- (v) *Interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance*

As at the Latest Practicable Date, Mr Chang is taken to be interested in 1,800,000 shares and 1,800,000 share options (totalling 0.15%) in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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

Mr Chang is entitled to US\$17,000 basic fee per annum plus other fees as members of committees and attendance to the company's Board/Committees' meetings. For the year 2007, Mr Chang received emoluments of US\$23,000 equivalent and also was granted 500,000 share options under the Share Option Plan of the Company. Such emoluments are reviewed and approved by the Executive Directors with reference to market terms, his duties and responsibilities, the Group's remuneration policy and the Company's Articles of Association.

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

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

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

(3) Mr Wong Yuet Leung, Frankie, aged 59, an Independent Non-executive Director ("Mr Wong")

- (i) *Positions held with other members of the Company's group*

Mr Wong had been a Non-executive Director of the Company since 2004 and was re-designated as an Independent Non-executive Director with effect from 1 January 2007. He is also the Chairman of the Audit Committee of the Company.

- (ii) *Previous experience including other directorships held in listed public companies in the last three years and other major appointments and qualifications*

Mr Wong is the Chief Executive Officer of Shui On Construction and Materials Ltd. and a Non-executive Director of CIG Yangtze Ports PLC (Hong Kong listed companies). He is also a Non-executive Director of Walcom Group Limited, Cosmedia Group Holdings Limited and China Central Properties Limited (London AIM listed companies). He graduated with a Bachelor of Science degree in Economics and a Master of Arts degree from the London School of Economics and Political Science and the University of Lancaster in United Kingdom respectively.

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

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

Mr Wong has a 2-year service contract with the Company till 30 June 2008.

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

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

(v) *Interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance*

As at the Latest Practicable Date, Mr Wong is taken to be interested in 1,500,000 share options (0.06%) in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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

Mr Wong is entitled to US\$17,000 basic fee per annum plus other fees as members of committees and attendance to the company's Board/Committees' meetings. For the year 2007, Mr Wong received emoluments of US\$28,000 equivalent and also was granted 500,000 share options under the Share Option Plan of the Company. Such emoluments are reviewed and approved by the Executive Directors with reference to market terms, his duties and responsibilities, the Group's remuneration policy and the Company's Articles of Association.

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

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

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

NOTICE OF ANNUAL GENERAL MEETING



**SOLOMON
SYSTECH**

SOLOMON SYSTECH (INTERNATIONAL) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2878)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of Solomon Systech (International) Limited will be held at 4:30 p.m. on Thursday, 8 May 2008 at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the following purposes:

- (1) To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2007.
- (2) To declare a final dividend for the year ended 31 December 2007.
- (3) To re-elect Directors and to authorise the Board of Directors to fix the Directors' remuneration.
- (4) To consider the appointment of Independent Auditor and to authorise the Board of Directors to fix their remuneration.
- (5) To consider as special business and, if thought fit, pass the following resolution as an Ordinary Resolution:
 - (A) **“THAT:**
 - (a) Subject to paragraphs (b) and (c) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange or any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall, in addition to any other authorisation given to the Directors, authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its own shares at a price to be determined by the Directors;

NOTICE OF ANNUAL GENERAL MEETING

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

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or its articles of association to be held; or
- (iii) the revocation or variation of the authority granted under this resolution by an ordinary resolution of the shareholders of the Company in general meetings.”

(B) “**THAT:**

- (a) subject to paragraphs (b) and (c) below and without prejudice to the resolution numbered 5(C) set out in the notice of this Meeting, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in resolution numbered 5(A)(d) set out in the notice of this Meeting) of all the powers of the Company to allot, issue and deal with shares in the capital of the Company or securities convertible into shares or options, warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall, in addition to any other authorisation given to the Directors, authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including warrants or similar rights to subscribe for any shares in the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of securities allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval given in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of the rights of subscription or conversion under the terms of any securities or bonds which are convertible into any shares in the capital of the Company; (iii) any options

NOTICE OF ANNUAL GENERAL MEETING

granted or issue of shares under any share option scheme or similar arrangement for the time being adopted by the Company, or (iv) any scrip dividend schemes or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution: “Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the Register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”
- (C) “**THAT** conditional upon the passing of the resolutions numbered 5(A) and 5(B) set out in the notice of this Meeting, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to and in accordance with the said resolution numbered 5(A) shall be added to the aggregate nominal amount of the shares in the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally by the directors of the Company pursuant to and in accordance with the said resolution numbered 5(B).”

On behalf of the Board
Leung Kwong Wai
Managing Director

As at the date of this circular, the Board comprises (a) Executive Directors - Mr Leung Kwong Wai (Managing Director), Mr Huang Hsing Hua, Mr Lai Woon Ching, Mr Lam Shun Fu, Percy and Mr Lo Wai Ming (b) Non-executive Directors - Mr Chang Ching Yi, Steven, Dr Lam Pak Lee and Mr Sheu Wei Fu (alternate to Dr Lam Pak Lee) (c) Independent Non-executive Directors - Mr Sun, Patrick (Chairman), Mr Choy Kwok Hung, Patrick and Mr Wong Yuet Leung, Frankie.

Hong Kong, 9 April 2008

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) The Register of Members of the Company will be closed from Friday, 2 May 2008 to Thursday, 8 May 2008 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the above meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 30 April 2008.
- (b) A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority or other authority, must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting (as the case may be).
- (d) A form of proxy for use in connection with the Annual General Meeting is enclosed and such form is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.solomon-systech.com).