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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 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 4:30 p.m. on Wednesday, 13 May 2009 at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong is set out on pages 18 to 23 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.

8 April 2009

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board of Directors	3
I. Introduction	3
II. General Mandates to repurchase Shares and issue new Shares	
1. Shares Buyback and Shares Issuance Mandates	4
III. Re-election of the Retiring Directors	4
IV. Amendments to the Articles of Association	5
V. Annual General Meeting	7
VI. Voting by Poll	7
VII. Recommendations	7
VIII. General Information	8
Appendix A — Explanatory Statement on the Shares Buyback Mandate	9
Appendix B — Details of the Retiring Directors Proposed to be Re-elected at Annual General Meeting	12
Notice of Annual General Meeting	18

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 Wednesday, 13 May 2009 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 18 to 23 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 Shares Buyback Mandate, Shares Issuance 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”	2 April 2009, 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 of the Shareholders on 25 February 2004 and a resolution of the Board on 19 March 2004
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The 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*)
Cheung Wai Kuen, Kenny
Huang Hsing Hua
Lai Woon Ching
Lo Wai Ming
Chang Ching Yi, Steven*
Lam Pak Lee* (*Sheu Wei Fu as his alternate*)
Lam Shun Fu, Percy*
Sun, Patrick** (*Chairman*)
Choy Kwok Hung, Patrick**
Wong Yuet Leung, Frankie**

* *Non-Executive Directors*

** *Independent Non-Executive Directors*

Registered office:

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

*Principal place of business
in Hong Kong:*

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

8 April 2009

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES AND
ISSUE NEW SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
AMENDMENTS TO 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 relating to (i) the approval of the granting of general mandates to repurchase the Company's own fully-paid up Shares, to issue new Shares and to issue and allot new Shares up to the number of shares repurchased; (ii) the re-election of the retiring directors; and (iii) the amendments to the current Articles of Association of the Company.

LETTER FROM THE BOARD OF DIRECTORS

II. GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

1. Shares Buyback and Shares Issuance Mandates

At the last Annual General Meeting of the Company held on 8 May 2008, 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 “Shares 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 “Shares Issuance Mandate”); and
- (c) to extend the Shares Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Shares Buyback Mandate.

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

III. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 112 of the Articles of Association, Dr Lam Pak Lee, Mr Lai Woon Ching and Mr Lo Wai Ming, 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.

In accordance with Article 95 of the Articles of Association, Mr Cheung Wai Kuen, Kenny, who was appointed as a Director as an addition to the Board, will also retire at the forthcoming Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

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

LETTER FROM THE BOARD OF DIRECTORS

IV. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Stock Exchange has amended the Listing Rules relating to, among other things, the use of websites for communication with Shareholders and the notice of general meetings. The amendments to the Listing Rules have come into effect on 1 January 2009.

To ensure compliance with the several amended provision of the Listing Rules, the Directors propose to amend the Articles of Association to give effect of the following:

- (a) to allow the Company to use the Company's website and other electronic means to send or make available notices or documents to the Shareholders, subject to the compliance with the Listing Rules and applicable laws by the Company; and
- (b) notice to the Shareholders shall be sent in the case of annual general meetings at least 20 clear business days before the meeting and at least 10 clear business days in the case of all other general meeting.

Details of the proposed amendments, as marked up for ease of reference, to the Articles of Association are set out below:

Article 2 - Interpretation

Adding the following new definition in the existing Article 2 after the definition of "Board":

<u>“business day”</u>	<u>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.”</u>
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Article 69(a) — Notice of meetings

69. (a) ~~An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing.~~ 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 be ~~inclusive~~ exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and 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

LETTER FROM THE BOARD OF DIRECTORS

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.

Article 163(a) — service of notices

163. (a) 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 ~~the member’s prior express positive confirmation in writing~~ 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 newspapers. 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.

Article 164 — Members out of Hong Kong

164. A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company or a deemed confirmation to the Company 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 electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 164 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.

LETTER FROM THE BOARD OF DIRECTORS

The full text of the special resolution containing details of the proposed amendments to the Articles of Association is set out as Resolution 6 in the notice of the Annual General Meeting.

V. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 18 to 23 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Shares Buyback Mandate, the Shares Issuance Mandate and the mandate to issue and allot new Shares up to the number of Shares repurchased pursuant to the Shares Buyback Mandate, the re-election of the retiring Directors and the amendments to the Articles of Association.

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.

VI. VOTING BY POLL

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

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

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

VII. RECOMMENDATIONS

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

LETTER FROM THE BOARD OF DIRECTORS

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) and Appendix B (Details of the retiring Directors proposed to be re-elected at Annual General Meeting) to this circular.

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

APPENDIX A EXPLANATORY STATEMENT ON THE SHARES BUYBACK MANDATE

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

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

(a) Share Capital

As at the Latest Practicable Date, the issued share capital of the Company was HK\$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 Shares 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 Shares Buyback Mandate remains in force.

(b) Reasons for Shares Buyback

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

(c) Funding of Repurchases

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

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the most recent published 2008 audited financial statements) in the event that share repurchases pursuant to the Shares Buyback Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Shares Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company unless the Directors consider that such purchases are in the best interests of the Company.

(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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2008		
April	0.570	0.430
May	0.510	0.445
June	0.455	0.370
July	0.380	0.250
August	0.285	0.229
September	0.255	0.152
October	0.178	0.100
November	0.197	0.122
December	0.188	0.136
2009		
January	0.260	0.160
February	0.188	0.162
March	0.214	0.133
April (up to the Latest Practicable Date)	0.208	0.199

(e) General

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

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

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

If, on the exercise of the power to repurchase Shares pursuant to the Shares Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of The 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.

APPENDIX A EXPLANATORY STATEMENT ON THE SHARES BUYBACK MANDATE

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	145,103,723	5.93%	6.59%
Leung Kwong Wai	128,420,308	5.25%	5.84%
State Street Corporation	166,771,337	6.82%	7.58%

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 Shares Buyback Mandate.

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

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

Stated below are the details of the 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) **Dr Lam Pak Lee, aged 59, a Non-executive Director (“Dr Lam”)**

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

Dr Lam is acting as a non-executive Director of the Board of the Company and does not hold any position with other members of the Company’s group.

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

Dr Lam received his Bachelor and Master degree from National Taiwan University and has over 25 years of management experience in PC and TFT-LCD panel manufacturing. He is the founder, Chairman and CEO of Quanta Computer Inc. and also held directorship in each of Quanta Display Inc., Quanta Storage Inc..

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

Dr Lam has a service contract with the Company starting on 25 February 2004 and was renewed in 2008 till 30 June 2010.

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

Dr Lam 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, Dr Lam is taken to be interested in 2,800,000 shares/share options (0.11%) 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*

Dr Lam received US\$23,000 as director fees together with grant of 1,000,000 share options for the year ended 31 December 2008. As a non-executive director, Dr Lam’s emolument shall be determined by the executive directors of the Company.

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

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

There is no information which is discloseable nor is/was Dr Lam 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 Lai Woon Ching, aged 55, an Executive Director (“Mr Lai”)

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

Mr Lai is acting as an executive Director of the Company, a Director of each of Solomon Systech Taiwan Limited, Solomon Systech (Shenzhen) Limited, Jing Guang Semiconductors (Dongguan) Limited and Cornway International Limited.

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

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

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

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

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

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

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

As at the Latest Practicable Date, Mr Lai is taken to be interested in 32,945,032 shares/ share options (1.35%) in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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

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

Mr Lai received emoluments of US\$142,000 equivalent for the year ended 31 December 2008 comprising salary and the 13th month bonus as well as other benefits including leave pay, insurance premium, allowances and pension contribution scheme under his employment contract with Solomon Systech Limited. In 2008, there was no discretionary bonus which is subject to the Group's profit and individual performance. In addition, Mr Lai also received grants of 380,000 shares and 1,000,000 share options from the Company in 2008. Such emoluments are recommended by the Managing Director and approved by the Remuneration Committee. Only the basic payment and the 13th month bonus are covered by the employment contract.

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

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

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

(3) Mr Lo Wai Ming, aged 46, an Executive Director ("Mr Lo")

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

Mr Lo is acting as an executive Director of the Company, a Director of each of Cornway International Limited, Mentor Ventures Limited, Broadwood Global Limited, Solomon Systech Pte. Limited, Solomon Systech Japan Company Limited, Solomon Systech (Shenzhen) Limited, Kitornix Limited and Advanced Photoelectronic Technology Limited.

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

Mr Lo is the Vice President, Business Operations of Solomon Systech Limited and is responsible for product and business development. He received a MSc in Electronics Engineering from the Hong Kong Polytechnic University and qualified as a chartered electrical engineer with the Institution of Electrical Engineers. He is also a member of the Hong Kong Institution of Engineers. Mr Lo has over 20 years of working experience in the semiconductor industry with a focus on new product and business development.

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

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

Mr Lo 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 Lo is taken to be interested in 34,572,179 shares/ share options (1.41%) 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 Lo received emoluments of US\$139,000 equivalent for the year ended 31 December 2008 comprising salary and the 13th month bonus as well as other benefits including leave pay, insurance premium, allowances and pension contribution scheme under his employment contract with Solomon Systech Limited. In 2008, there was no discretionary bonus which is subject to the Group's profit and individual performance. In addition, Mr Lo also received grants of 380,000 shares and 1,000,000 share options from the Company in 2008. Such emoluments are recommended by the Managing Director and approved by the Remuneration Committee. Only the basic payment and 13th month bonus are covered by the employment contract.

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

There is no information which is discloseable nor is/was Mr Lo 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.

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

(4) Mr Cheung Wai Kuen, Kenny, aged 43, an Executive Director (“Mr Cheung”)

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

Mr Cheung is the CEO of WE3 Technology Company Limited (“WE3”), a subsidiary of the Company. Mr Cheung was appointed as the Senior Vice President of the Display System Solutions (“DSS”) operation of Solomon Systech Limited (“Solomon Systech”), a wholly owned subsidiary of the Company on 12 September 2008.

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

Mr Cheung received his first Engineering Degree (1st Class Honor) from The Hong Kong Polytechnic and Master Degree in Engineering Management from City University of Hong Kong. He has over 20 years of working experience in the electronics industry and is responsible for managing global business operations including product engineering, product applications, business and market development. Prior to joining WE3, he worked in Motorola Semiconductors Hong Kong Limited as General Manager of Wireless Mobile System Group for Asia Pacific Region. As Senior Vice President of DSS operation of Solomon Systech, Mr Cheung is responsible for overseeing the DSS Business Operations covering Marketing, Product Engineering & Application, Software Solutions and Design Engineering in supporting global customers with advanced product technologies of world-class quality and service. Mr Cheung has not acted as director in the last 3 years in public companies of which the securities are listed on any securities market in Hong Kong or overseas.

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

Mr Cheung has a service contract with the Company for no fixed term but Mr Cheung is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Company’s Articles of Association.

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

Mr Cheung 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 Cheung is taken to be interested in 1,100,000 shares (0.04% of the total issued capital) of the Company and 1,022,389 shares (4.38% of the total issued capital) in WE3 within the meaning of Part XV of the Securities and Futures Ordinance.

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

(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*

Under the employment contract with WE3, Mr Cheung is entitled to an annual emolument of approximately US\$209,000 equivalent. Mr Cheung is eligible to participate in the Share Award Plan adopted by the Company under the terms of appointment as Senior Vice President of Solomon Systech and received a grant of 1,000,000 shares on 17 March 2009. Such emoluments will be recommended by the Managing Director and approved by the Remuneration Committee 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 Cheung 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 Wednesday, 13 May 2009 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 2008.
- (2) To declare a final dividend for the year ended 31 December 2008.
- (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).”
- (6) To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:

- (a) Article 2

Adding the following new definition in the existing Article 2 after the definition of “Board”:

““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.”

NOTICE OF ANNUAL GENERAL MEETING

(b) Article 69(a)

By deleting the existing Article 69(a) in its entirety and substituting therefor a new Article 69(a) as follows:

“69. (a) 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 be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and 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.”

(c) Article 163(a)

By deleting the existing Article 163(a) in its entirety and substituting therefor a new Article 163(a) as follows:

“163. (a) 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

NOTICE OF ANNUAL GENERAL MEETING

published in the newspapers. 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.”

(d) Article 164

By inserting the words “or a deemed confirmation to the Company in the manner specified in the Listing Rules” after the words “Any member who has not given an express positive confirmation in writing to the Company” in the second line of Article 164.”

On behalf of the Board
Leung Kwong Wai
Managing Director

Hong Kong, 8 April 2009

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) The Register of Members of the Company will be closed from Thursday, 7 May 2009 to Wednesday, 13 May 2009 (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 4:00 p.m. on Wednesday, 6 May 2009.
- (b) Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll.
- (c) A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (d) In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority or other authority, must be lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting (as the case may be).
- (e) A form of proxy for use in connection with the Annual General Meeting is enclosed and such form is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.solomon-systech.com).