



**SOLOMON  
SYSTECH**

**SOLOMON SYSTECH (INTERNATIONAL) LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2878)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders of Solomon Systech (International) Limited will be held at Hennessy Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 April 2006 at 4:00p.m. for the following purpose:

- (1) To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2005.
- (2) To declare a final dividend for the year ended 31 December 2005.
- (3) To re-elect Directors and to authorise the Board of Directors to fix the Directors' remuneration.
- (4) To consider the appointment of Auditors 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;

- (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 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 under the Interpretation “subsidiary and holding company”

By deleting the words “under Rule 1.01 of the Listing Rules” and inserting the words “under the Listing Rules as amended from time to time” after the words “in accordance with the definition of “subsidiary”” under the Interpretation of “subsidiary and holding company”.

(b) Article 76

By inserting the words “voting by way of a poll is required by the rules of the Stock Exchange or” after the words “on a show of hands unless” in the sentence of the Article 76.

(c) Article 112

By deleting the existing Article 112 in its entirety and substituting therefor a new Article 112 as follows:

“112. Notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director shall retire from office at least once every three years or within such other period as the rules of the Stock Exchange may from time to time prescribe. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.”

(d) Article 115

By deleting the words “the next following annual general meeting of the Company” and inserting the words “the first general meeting of the Company after his/her appointment” before the words “and shall then be eligible” in the sentence of the Article 115.

(e) Article 118(a)

By deleting the words “special resolution” as appeared in both the subject heading and the provision of Article 118(a) and replacing the same with the words “ordinary resolution”.

On behalf of the Board  
**Leung Kwong Wai**  
*Managing Director*

*As at the date of this notice, the executive Directors are Mr Leung Kwong Wai, Mr Huang Hsing Hua, Mr Lai Woon Ching and Mr Lo Wai Ming; the non-executive Directors are Mr Lam Pak Lee, Mr Chang Ching Yi, Steven and Mr Wong Yuet Leung, Frankie; and the independent non-executive Directors are Mr Choy Kwok Hung, Patrick, Mr Sun, Patrick and Mr Kao Kuen, Charles.*

Hong Kong, 24 March 2006

**Notes:**

- (a) The Register of Members of the Company will be closed from Friday, 21 April 2006 to Thursday, 27 April 2006 (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 Thursday, 20 April 2006.
- (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 published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)).

Please also refer to the published version of this announcement in South China Morning Post.