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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**

**晶門半導體有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2878)**

**PROPOSALS FOR**

- (1) GENERAL MANDATES TO REPURCHASE SHARES  
AND ISSUE NEW SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF AUDITOR;**
- (4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES;  
AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an Annual General Meeting of Solomon Systech (International) Limited to be held at Unit 607-613, 6/F Wireless Centre, No.3 Science Park East Avenue, Hong Kong Science Park, Shatin, N.T., Hong Kong on Friday, 23 June 2023 at 2:00 p.m. is set out on pages AGM-1 to AGM-6 of this circular. In the event you are not able to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time (i.e. by Wednesday, 21 June 2023 at 2:00 p.m.) 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.

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Unit 607-613, 6/F Wireless Centre, No.3 Science Park East Avenue, Hong Kong Science Park, Shatin, N.T., Hong Kong or any adjournment thereof, on 23 June 2023 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-6 of this circular
“Articles”	the articles of association of the Company and as amended from time to time
“Board”	the board of Directors
“business day”	any day (other than a Saturday and a Sunday) on which the Stock Exchange is open for the business of trading in securities
“CEC”	China Electronics Corporation# 中國電子信息產業集團有限公司, a state-owned information technology conglomerate under the administration of the central government of the PRC, a substantial shareholder of the Company through its interests in Huada
“close associates”	has the same meaning as ascribed to it under the Listing Rules
“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
“core connected person”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Exchange’s Website”	the official website of Hong Kong Exchanges and Clearing Limited and/or the website “HKExnews”
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Huada”	Huada Semiconductors Co. Ltd# 華大半導體有限公司, a PRC company wholly-owned by CEC with limited liability to consolidate all integrated circuits businesses under CEC group, is a substantial shareholder of the Company
“Latest Practicable Date”	3 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company and as amended from time to time
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers, as set out in Appendix 10 to the Listing Rules
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Issuance Mandate”	as defined in the section headed “Share Issuance Mandate” of the Letter from the Board
“Share Repurchase Mandate”	as defined in the section headed “Share Repurchase Mandate” of the Letter from the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules



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LETTER FROM THE BOARD

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**SOLOMON  
SYSTECH**

**SOLOMON SYSTECH (INTERNATIONAL) LIMITED**

**晶門半導體有限公司**

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

**(Stock Code: 2878)**

*Directors:*

Ma Yuchuan\* (*Chairman*)

Wang Wah Chi, Raymond (*Chief Executive Officer*)

Wang Hui\*

Kang Jian\*

Leung Heung Ying\*\*

Sheu Wei Fu\*\*

Chan Philip Ching Ho\*\*

*Registered office:*

3rd Floor

Century Yard

Cricket Square

P.O. Box 902

Grand Cayman

KY1-1103

Cayman Islands

\* *Non-executive Director*

\*\* *Independent Non-executive Director*

*Principal place of business*

*in Hong Kong:*

Unit 607-613, 6/F Wireless Centre

No.3, Science Park East Avenue

Hong Kong Science Park

Shatin, New Territories

Hong Kong

9 May 2023

*To the Shareholders*

Dear Sir or Madam,

- PROPOSALS FOR**
- (1) GENERAL MANDATES TO REPURCHASE SHARES  
AND ISSUE NEW SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF AUDITOR;**
- (4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES;  
AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### **I. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting to the Directors of the Share Repurchase Mandate and the Share Issuance Mandate to repurchase Shares and to issue new Shares respectively, and the extension of the Share Issuance Mandate by adding to it the total number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) the re-appointment of the auditor of the Company; and (iv) the proposed amendments to the Memorandum and Articles and the adoption of the new memorandum and articles of association of the Company.

### **II. GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES**

#### **1. Share Repurchase Mandate**

At the annual general meeting of the Company held on 22 June 2022, a general mandate was granted to the Directors to repurchase Shares of up to 10% of the total number of the Shares in issue as at the date of passing of the relevant resolution. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of a new general mandate to the Directors to purchase Shares on the Stock Exchange of a total number of up to 10% of the total number of the Shares in issue as at the date of passing of such resolution at the Annual General Meeting (the “Share Repurchase Mandate”).

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

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

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## LETTER FROM THE BOARD

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### **2. Share Issuance Mandate**

At the annual general meeting of the Company held on 22 June 2022, a general mandate was granted to the Directors to issue Shares not exceeding 20% of the total number of the Shares in issue as at the date of the passing of the relevant resolution. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of a new general mandate to the Directors to allot, issue or deal with additional Shares of a total number of up to 20% of the total number of the Shares in issue as at the date of passing of such resolution at the Annual General Meeting (the “Share Issuance Mandate”). An ordinary resolution to extend the Share Issuance Mandate by adding the total number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

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

### **III. RE-ELECTION OF THE RETIRING DIRECTORS**

In accordance with Article 112 of the Articles, Mr. Wang Hui, Mr. Sheu Wei Fu and Dr. Chan Philip Ching Ho, Directors of the Company, will retire by rotation at the Annual General Meeting. Mr. Wang Hui, Mr. Sheu Wei Fu and Dr. Chan Philip Ching Ho being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Nomination Policy and the Company’s corporate strategy, and the independence of all Independent Non-executive Directors. The Company considers that the retiring Independent Non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

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

### **IV. RE-APPOINTMENT OF AUDITOR**

Ernst & Young will retire as the auditor of the Company at the Annual General Meeting and, being eligible, will offer itself for re-appointment.

The Board proposes to re-appoint Ernst & Young as the auditor of the Company to hold office until the next annual general meeting of the Company.



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## **LETTER FROM THE BOARD**

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### **V. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES**

The Board proposed to amend the Memorandum and the Articles in order to (a) conform to the latest applicable laws of the Cayman Islands and the core shareholder protections standards as provided in the latest version of Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (b) make other miscellaneous and housekeeping amendments to update or clarify the provisions of the Memorandum and the Articles, including consequential amendments in line with the above amendments to the Memorandum and the Articles where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of the Cayman Islands.

Details of the proposed amendments are set out in Appendix C to this circular.

Notwithstanding the proposed amendments to the Memorandum and the Articles, the contents of other paragraphs of the Memorandum or articles of the Articles shall remain unchanged.

The Company has been advised by its legal advisers that the proposed amendments to the Memorandum and the Articles are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the proposed amendments to the Memorandum and the Articles for a company listed on the Stock Exchange.

A special resolution will be proposed at the Annual General Meeting for the Shareholders to, among others, consider and, if thought fit, approve the proposed amendments to the Memorandum and the Articles and the adoption of the new memorandum and articles of association of the Company. The amendments to the Memorandum and the Articles will take effect on the date on which the proposed amendments are approved at the Annual General Meeting.

### **VI. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-6 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Share Repurchase Mandate and the Share Issuance Mandate, the extension of the Share Issuance Mandate by addition thereto of the total number of Shares repurchased pursuant to the Share Repurchase Mandate, the re-election of the retiring Directors, the appointment of auditors, and the proposed amendment to the Memorandum and the Articles and the adoption of the new memorandum and articles of association of the Company.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the voting on all resolutions of the Annual General Meeting will be conducted by way of poll. An announcement on the poll results will be published on the Exchange's Website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.solomon-systech.com](http://www.solomon-systech.com)) after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the Exchange's Website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.solomon-systech.com](http://www.solomon-systech.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjourned meeting thereof should you so wish.

### **VII. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 16 June 2023. The record day for ascertaining the entitlement of the shareholders to attend the Annual General Meeting of the Company is Friday, 23 June 2023.

### **VIII. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **IX. RECOMMENDATION**

The Directors are of the opinion that (i) the proposed granting of the Share Repurchase Mandate, the proposed granting/extension of the Share Issuance Mandate; (ii) the proposed re-election of the retiring Directors; (iii) the proposed appointment of auditors; and (iv) the proposed amendments to the Memorandum and the Articles and the adoption of the new memorandum and articles of association of the Company are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### X. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix A (Explanatory Statement on the Share Repurchase Mandate), Appendix B (Details of the retiring Directors proposed to be re-elected at Annual General Meeting) and Appendix C (Proposed Amendments to the Memorandum and Articles).

Yours faithfully,

For and on behalf of

**SOLOMON SYSTECH (INTERNATIONAL) LIMITED**

**WANG Wah Chi, Raymond**

*Chief Executive Officer*

*The following is the explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the Share Repurchase Mandate.*

**(1) Share Capital**

As at the Latest Practicable Date, the Company had 2,494,852,351 Shares in issue. 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, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of 249,485,235 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

**(2) Reasons for Share Repurchases**

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

**(3) Funding of Share Repurchases**

In repurchasing Shares, the Company may only apply funds legally available for such purpose (e.g. distributable reserves) in accordance with the Articles, the applicable laws of the Cayman Islands and any other applicable laws, as the case may be.

**(4) Impact of Share Repurchases**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**(5) Market Price of Shares**

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
April	0.620	0.500
May	0.560	0.470
June	0.590	0.510
July	0.600	0.510
August	0.710	0.520
September	0.640	0.435
October	0.465	0.360
November	0.530	0.380
December	0.620	0.475
<b>2023</b>		
January	0.700	0.610
February	0.680	0.550
March	0.590	0.485
April	0.590	0.480
May (up to the Latest Practicable Date)	0.500	0.485

**(6) General**

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

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

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

**(7) Takeovers Code**

If as a result of a repurchase of the Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and hereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

**(a) Directors' interests**

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

	Position	Number of ordinary shares in the Company as at the Latest Practicable Date			% of the issued Share of the Company
		Shares	Share Options	Total	
<b>Independent Non-executive Directors</b>					
Leung Heung Ying	Long	2,400,000	1,600,000	4,000,000	0.16%
Sheu Wei Fu	Long	1,600,000	2,400,000	4,000,000	0.16%
Chan Philip Ching Ho	Long	-	1,600,000	1,600,000	0.06%
<b>Non-executive Directors</b>					
Ma Yuchuan	Long	-	-	-	-
Wang Hui	Long	-	-	-	-
Kang Jian	Long	-	-	-	-
<b>Executive Director</b>					
Wang Wah Chi, Raymond	Long	5,600,000	6,000,000	11,600,000	0.46%

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

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**APPENDIX A                      EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE**

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Shareholder	Capacity	Position	Number of ordinary shares in the Company as at the Latest Practicable Date			% of the issued Share of the Company
			Shares	Share options	Total	
Huada	Beneficial owner	Long	706,066,000	–	706,066,000	28.30%
China Electronics Limited	Interest in controlled corporation	Long	706,066,000	–	706,066,000	28.30%
CEC	Interest of controlled corporation	Long	706,066,000	–	706,066,000	28.30%

On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, in the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of Huada/CEC would be increased to approximately 31.45% of the total number of Shares of the Company in issue. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Board will ensure that the Company will maintain a 25% public float as required under Rule 8.08 of the Listing Rules.

**(8) Repurchase of Shares made by the Company**

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

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

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*Stated below are the details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:*

**Mr. Wang Hui (“Mr. Wang”), aged 40**

### ***Positions and Experience***

Mr. Wang, was appointed as a Non-executive Director on 1 April 2021. He is also the member of Remuneration Committee and Investment Committee under the Board.

Mr. Wang received his master of science in engineering in control systems from the University of Sheffield and his master of business administration from the University of Hong Kong.

Mr. Wang joined Huada Semiconductor Co., Ltd.\* (華大半導體有限公司, a substantial shareholder of the Company, “**Huada**”) in November 2016 and successively held various positions including a strategic manager and a professional manager of the development and planning department and is currently holding the position of director in the development and planning department in Huada.

Prior to his joining Huada, Mr. Wang worked in Shanghai Hua Hong NEC Electronics Co., Ltd.\* (上海華虹NEC電子有限公司) and successively held various engineering positions and the technical marketing manager from May 2007 to December 2013. From January 2014 to December 2015, he worked as a technical marketing manager at Shanghai Huahong Grace Semiconductor Manufacturing Corporation\* (上海華虹宏力半導體製造有限公司). From January 2016 to November 2016, he worked as a marketing manager at Brite Semiconductor (Shanghai) Co., Ltd.\* (燦芯半導體(上海)有限公司).

Since February 2020, Mr. Wang has also been a director of Alpha Power Solutions Co., Ltd. (創能動力科技有限公司).

Saved as disclosed above, Mr. Wang did not hold any directorships in the companies of which the shares are listed on any securities market in Hong Kong or overseas in the last three years.

### ***Length of Service***

Mr. Wang has entered into service contract as a Non-executive Director with the Company effective from 23 June 2022 until 30 June 2023. Upon the passing of the resolution in the AGM re-electing Mr. Wang as a Non-executive Director, the Company will extend the service contract with Mr. Wang for one year to 30 June 2024. Mr. Wang is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Articles.

### ***Relationships***

Saved as disclosed in this circular, Mr. Wang does not have any other relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company.



***Interest in Shares***

As at the Latest Practicable Date, Mr. Wang is not interested or deemed to be interested in shares or underlying shares within the meaning of Part XV of the SFO.

***Director's Emoluments***

Mr. Wang will not receive any emoluments as a Non-executive Director of the Company, a member of the Company's Remuneration Committee and a member of the Company's Investment Committee and there are no basic and other fees nor any bonus payment involved in his appointment and the attendance to the Company's Board/committee meetings. For the year ended 31 December 2022, Mr. Wang did not receive any emoluments.

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

Save as disclosed above, the Board is not aware of any other matters in relation to the election of Mr. Wang as a Non-executive Director that need to be brought to the attention of the shareholders of the Company nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

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

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**Mr. Sheu Wei Fu (“Mr. Sheu”), aged 53**

*Positions and Experience*

Mr. Sheu, was appointed as an Independent Non-executive Director on 8 October 2014. He is also the chairman of Remuneration Committee and the member of Audit Committee and Nomination Committee under the Board.

Mr. Sheu received a bachelor’s degree in business/managerial economics from the University of California, San Diego. He has over 18 years of high technology industry experience focusing on strategy, business development and supply chain integration for original development manufacturers and original equipment manufacturers. Mr. Sheu is the special assistant to the chairman & CEO (Strategy & Planning) of Quanta Computer Inc. (“QCI”) since 1998. Prior to joining QCI, he worked in PaineWebber as an Associate. Mr. Sheu used to act as an alternate director to Dr. Lam Pak Lee, a non-executive director of the Company who retired from the Board at the conclusion of the annual general meeting held in May 2014.

Saved as disclosed above, Mr. Sheu did not hold any directorships in the companies of which the shares are listed on any securities market in Hong Kong or overseas in the last three years.

*Length of Service*

Mr. Sheu has entered into service contract as an Independent Non-executive Director with the Company effective from 23 June 2022 until 30 June 2023. Upon the passing of the resolution in the AGM re-electing Mr. Sheu as an Independent Non-executive Director, the Company will extend the service contract with Mr. Sheu for one year to 30 June 2024. Mr. Sheu is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Articles.

*Relationships*

Saved as disclosed in this circular, Mr. Sheu does not have any other relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company.

*Interest in Shares*

As at the Latest Practicable Date, Mr. Sheu is taken to be interested in 1,600,000 shares and 2,400,000 share options (represented approximately 0.16% of the total number of the issued Shares in the Company) in the Company within the meaning of Part XV of the SFO.

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

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### *Director's Emoluments*

Mr. Sheu is entitled to a basic fee of HK\$132,000 (equivalent to approximately US\$17,000) per annum, and other fees for his attending to the Board/Board committees/shareholders' meetings, and for serving as members of the relevant Board committees. For the year ended 31 December 2022, Mr. Sheu received emoluments of HK\$233,000 (equivalent to approximately US\$30,000) and also 800,000 share options under the 2013 Share Option Scheme of the Company. Such emoluments were reviewed and approved by the Executive Director with reference to market terms, his duties and responsibilities, the Group's remuneration policy and the Articles.

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

Save as disclosed above, the Board is not aware of any other matters in relation to the election of Mr. Sheu as an Independent Non-executive Director that need to be brought to the attention of the shareholders of the Company nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

### **Dr. Chan Philip Ching Ho ("Dr. Chan"), aged 73**

#### *Positions and Experience*

Dr. Chan, was appointed as an Independent Non-executive Director on 10 December 2020. He is also the member of the Nomination Committee, the Audit Committee, the Remuneration Committee and the Investment Committee under the Board.

Dr. Chan received his bachelor of science in electrical engineer from the University of California, Davis, and his master of science in electrical engineering and doctor in electrical engineering both from the University of Illinois, Urbana-Champaign. Dr. Chan taught at the University of Illinois, Urbana-Champaign for 3 years. Afterwards, he worked at a senior position for development and design of integrated circuits in Intel Corporation for over 10 years.

After working at Intel Corporation, Dr. Chan joined the Hong Kong University of Science and Technology ("HKUST") in 1991 and served as a professor and the head of at the Department of Electronic and Computer Engineering, the director of Nanoelectronics Fabrication Facility at HKUST, the dean of the School of Engineering of HKUST and a chair professor over the years. Since 2010, Dr. Chan acted as the Deputy President and Provost, a chair professor of Electronic & Information Engineering (EIE) department of The Hong Kong Polytechnic University ("HKPU") and a council member of HKPU until his retirement from HKPU in March 2020.

In addition, Dr. Chan served as a director of Hong Kong Applied Science and Technology Research Institute Company Limited and the chairman of its technology committee, a director of Hong Kong Cyberport Management Company Limited, and a member of the Vocational Training Council. Dr. Chan is currently a member of the Committee on Innovation, Technology and Re-industrialisation.

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

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Dr. Chan is a founder and director of Apt Electronics Co., Ltd. (廣東晶科電子股份控股公司) which is principally engaged in trading and manufacturing of LED chips and module and LED light equipment.

Saved as disclosed above, Dr. Chan did not hold any directorships in the companies of which the shares are listed on any securities market in Hong Kong or overseas in the last three years.

***Length of Service***

Dr. Chan has entered into service contract as an Independent Non-executive Director with the Company effective from 23 June 2022 until 30 June 2023. Upon the passing of the resolution in the AGM re-electing Dr. Chan as an Independent Non-executive Director, the Company will extend the service contract with Dr. Chan for one year to 30 June 2024. Dr. Chan is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company in accordance with the Articles.

***Relationships***

Saved as disclosed in this circular, Dr. Chan does not have any other relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company.

***Interest in Shares***

As at the Latest Practicable Date, Dr. Chan is taken to be interested in 1,600,000 share options (represented approximately 0.06% of the total number of the issued Shares in the Company) within the meaning of Part XV of the SFO.

***Director's Emoluments***

Dr. Chan is entitled to a basic fee of HK\$132,000 (equivalent to approximately US\$17,000) per annum, and other fees for his attending to the Board/Board committees/shareholders' meetings, and for serving as members of the relevant Board committees. For the year ended 31 December 2022, Dr. Chan received emoluments of HK\$238,000 (equivalent to approximately US\$31,000). Such emoluments were reviewed and approved by the Executive Director with reference to market terms, his duties and responsibilities, the Group's remuneration policy and the Articles.

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

Save as disclosed above, the Board is not aware of any other matters in relation to the election of Dr. Chan as an Independent Non-executive Director that need to be brought to the attention of the shareholders of the Company nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

The following are the proposed amendments to the existing Memorandum:

- (1) To replace the words “Companies Law (2013 Revision)” wherever they may appear with the words “Companies Act (Revised)”; and
- (2) To reflect the update of the registered office of the Company to Tricor Services (Cayman Islands) Limited, Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands.

The following are the proposed amendments to the existing Articles. Unless otherwise specified, clauses, paragraphs and Article numbers referred to herein are clauses, paragraphs and Article numbers of the existing Articles:

<b>Existing Articles</b>		<b>Articles as amended by the proposed amendments</b>
<b>Article 1</b>		<b>Article 1</b>
<b>Exclusion of Table A</b>	The regulations contained in Table A in the First Schedule to the Companies Law shall not apply to the Company.	<b>Exclusion of Table A</b> The regulations contained in Table A in the First Schedule to the <del>Companies Law</del> <u>Companies Act</u> shall not apply to the Company.
<b>Article 2</b>		<b>Article 2</b>
<b>the Companies Law / the Law</b>	“the Companies Law “ or “the Law” shall mean the Companies Law (2013 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;	<b>the <del>Companies Law</del> <u>Companies Act/ the Law</u></b> “the <del>Companies Law</del> <u>Companies Act</u> ” or “the Law” shall mean the <del>Companies Law</del> <u>Companies Act</u> (2013 <del>Revision</del> <u>Revised</u> ), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
<b>electronic</b>	“electronic” shall have the meaning given to it in the Electronic Transactions Law;	<b>electronic</b> “electronic” shall have the meaning given to it in the Electronic Transactions <u>Law Act</u> ;
<b>Electronic Transactions Law</b>	“Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;	<b>Electronic Transactions <del>Law-Act</del> <u>Law Act</u></b> “Electronic Transactions <del>Law-Act</del> ” shall mean the Electronic Transactions <del>Law Act</del> <u>Act</u> (2003 <del>Revision</del> <u>Revised</u> ) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

**Existing  
Articles**

**Articles as amended by  
the proposed amendments**

**Article 6**

**Article 6**

**How class  
rights  
may be  
modified**

(a) If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.

**How class  
rights  
may be  
modified**

(a) If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of ~~not less than~~ at least three-fourths ~~in nominal value~~ of the issued shares of that class or with the ~~sanction~~ approval of a ~~special~~ special resolution passed by at least three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate meeting of the such holders of ~~shares of that class~~. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy) at the date of the relevant meeting ~~not less than~~ at least one-third ~~in nominal value~~ of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.

**Existing  
Articles****Article 14****Share  
register**

(d) Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies Law.

**Articles as amended by  
the proposed amendments****Article 14****Share  
register**

(d) Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the ~~Companies Law~~ Companies Act.



**Existing  
Articles****Article 15****Share  
register**

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

**Articles as amended by  
the proposed amendments****Article 15****Share  
register**

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

**Existing  
Articles****Article 66****When  
annual  
general  
meeting to  
be held**

The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

**Articles as amended by  
the proposed amendments****Article 66****When  
annual  
general  
meeting to  
be held**

The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and ~~not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of~~ one such annual general meeting of the Company and ~~that of the next~~ shall be held within six months after end of the Company's financial year. ~~So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following year.~~ The annual general meeting shall be held at such time and place as the Board shall appoint.

**Existing  
Articles****Article 68****Convening of  
extraordinary  
general  
meeting**

The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognized clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

**Articles as amended by  
the proposed amendments****Article 68****Convening of  
extraordinary  
general  
meeting**

The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~General meetings shall also be convened on the written requisition of any two or more members of the Company (including a recognized clearing house (or its nominee)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as holding at the date of deposit of the requisition in aggregate not less than one-tenth of the voting rights at general meetings (on a one vote per share basis) in the share paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognized clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and/or add resolutions to the agenda of a meeting. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.~~

**Existing  
Articles****Article 69****Notice of  
meetings**

(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 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.

**Articles as amended by  
the proposed amendments****Article 69****Notice of  
meetings**

(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 written notice of ~~not less than 21 clear days and not less than 20 clear business days~~ at least ~~not less than 21 clear days and not less than 10 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~~ at least ~~not less than 14 clear days and not less than 10 clear business days~~ 14 clear days and not less than 10 clear business days. The notice shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 71) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

**Existing  
Articles****Article 81****Votes of  
members**

(b) Where any member is, under the Listing Rules, required to abstain from voting for or against any particular resolution or restricted to voting for or against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

**Articles as amended by  
the proposed amendments****Article 81****Votes of  
members**

(b) All members of the Company (including a member which is a recognized clearing house (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where any member is, under the Listing Rules, required to abstain from voting for or against any particular resolution or restricted to voting for or against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

**Existing  
Articles**

**Article 86**

**Proxies**

Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).

**Articles as amended by  
the proposed amendments**

**Article 86**

**Proxies**

Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy or representative so appointed shall have the same right as the member to speak at the meeting. A member which is a corporation of the Company may execute a form of proxy under the hand of a duly authorised officer. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). In addition, a proxy shall be entitled to exercise the same powers on behalf of a member of the Company which is a corporation and for which he acts as proxy as such member could exercise as if it were an individual member present in person at any general meeting.

**Existing  
Articles****Article 92(a)****Corporations/  
clearing houses  
acting by  
representatives  
at meetings**

(a) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person.

**Articles as amended by  
the proposed amendments****Article 92(a)****Corporations/  
clearing houses  
acting by  
representatives  
at meetings**

(a) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person.

**Existing  
Articles****Article 92****Corporations/  
clearing houses  
acting by  
representatives  
at meetings**

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

**Articles as amended by  
the proposed amendments****Article 92****Corporations/  
clearing houses  
acting by  
representatives  
at meetings**

(b) If a recognized clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, appoint proxies or authorise such person or persons as it thinks fit to act as its representative(s), who enjoy rights equivalent to the rights of other members of the Company, at any general meeting of the Company (including but not limited to general meetings and creditors meetings) or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognized clearing house (or its nominee(s)) which he represents as that recognized clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, ~~where a show of hands is allowed,~~ the right to speak and vote individually on a show of hands or on a poll, notwithstanding any contrary provision contained in these Articles.



**Existing  
Articles**

**Articles as amended by  
the proposed amendments**

**Article 95**

**Article 95**

**Board may  
fill vacancies/  
appoint  
additional  
Directors**

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

**Board may  
fill vacancies/  
appoint  
additional  
Directors**

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

**Article 118**

**Article 118**

**Power to  
remove  
Director by  
ordinary  
resolution**

(a) The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.

**Power to  
remove  
Director by  
ordinary  
resolution**

(a) The ~~Company~~ members of the Company may at any general meeting convened and held in accordance with these Articles by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his ~~period~~ term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement), and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.

**Existing  
Articles****Article 144****Share  
Premium  
and  
Reserves**

The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies Law. The Company shall at all times comply with the provisions of the Companies Law in relation to the share premium account.

**Articles as amended by  
the proposed amendments****Article 144****Share  
Premium  
and  
Reserves**

The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the ~~Companies Law~~ Companies Act. The Company shall at all times comply with the provisions of the ~~Companies Law~~ Companies Act in relation to the share premium account.

**Existing  
Articles****Article 161****Appointment,  
removal and  
remuneration  
of Auditors**

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

**Articles as amended by  
the proposed amendments****Article 161****Appointment,  
removal and  
remuneration  
of Auditors**

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

**Existing  
Articles****Article 172****Power to  
distribute  
assets in  
specie  
following  
liquidation**

If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Law divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Law, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.

**Articles as amended by  
the proposed amendments****Article 172****Power to  
distribute  
assets in  
specie  
following  
liquidation**

**Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.** If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Law divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Law, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.

**Existing  
Articles**

**Articles as amended by  
the proposed amendments**

**Article 175**

**Article 175**

**Indemnities of Directors and officers** (b) Subject to the Companies Law, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

**Indemnities of Directors and officers** (b) Subject to the ~~Companies Law~~ Companies Act, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

**Article 176**

**Article 176**

**Financial year** The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.

**Financial year** The financial year of the Company ends on 31 December or such other date as the Board shall be prescribed by the Board and may, from time to time decide and annex to these Articles of Association, ~~be changed by it.~~

**Article 178**

**Article 178**

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

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

**Existing  
Articles**

**Article 179**

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

**Articles as amended by  
the proposed amendments**

**Article 179**

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

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## NOTICE OF ANNUAL GENERAL MEETING

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**SOLOMON  
SYSTECH**

### **SOLOMON SYSTECH (INTERNATIONAL) LIMITED**

**晶門半導體有限公司**

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

**(Stock Code: 2878)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders of Solomon Systech (International) Limited (the “**Company**”) will be held at 2:00 p.m. on Friday, 23 June 2023 at Unit 607-613, 6/F Wireless Centre, No.3 Science Park East Avenue, Hong Kong Science Park, Shatin, N.T., Hong Kong for the following purposes:

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

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements, the reports of the directors and the independent auditor of the Company for the year ended 31 December 2022.
2. To re-elect the retiring directors and to authorise the board of directors to fix the Directors’ remuneration.
3. To consider the re-appointment of independent auditor of the Company and to authorise the board of directors to fix their remuneration.
4. **“THAT:**
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined under paragraph (c) below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;
  - (b) the total number of Shares to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of the Shares as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. **“THAT:**

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

shall not exceed 20% of the total number of the Shares in issue on the date of passing of this resolution and the said mandate shall be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

7. “**THAT** the existing amended and restated memorandum and articles of association of the Company be amended in the manner as set out in Appendix C in the circular of the Company and the second amended and restated memorandum and articles of association of the Company which incorporates all the proposed amendments described in Appendix C in the circular of the Company, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose, be and is hereby approved and adopted as the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the AGM and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the second amended and restated memorandum and articles of association of the Company.”

On behalf of the Board  
**SOLOMON SYSTECH (INTERNATIONAL) LIMITED**  
**WANG Wah Chi, Raymond**  
*Chief Executive Officer*

Hong Kong, 9 May 2023

*As at the date of this notice, the Board comprises (a) Executive Director – Mr. Wang Wah Chi, Raymond (Chief Executive Officer); (b) Non-executive Directors – Mr. Ma Yuchuan (Chairman), Mr. Wang Hui and Dr. Kang Jian; and (c) Independent Non-executive Directors – Mr. Leung Heung Ying, Mr. Sheu Wei Fu and Dr. Chan Philip Ching Ho.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- (b) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. by 21 June 2023 at 2:00 p.m.) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (c) For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. Hong Kong time on Friday, 16 June 2023.
- (d) All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.solomon-systech.com](http://www.solomon-systech.com)) in accordance with the Listing Rules.
- (e) A form of proxy for use in connection with the Annual General Meeting is enclosed and such form is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.solomon-systech.com](http://www.solomon-systech.com)).

This circular, in both English and Chinese versions (the “Circular”), is available on the Company’s website at [www.solomon-systech.com](http://www.solomon-systech.com) (the “Company Website”).

Shareholders who have chosen or have been deemed consented to receive the corporate communications (as defined in the Listing Rules) of the Company via the Company Website and for any reason have difficulty in receiving or gaining access to the Circular posted on the Company Website may obtain a printed copy of the Circular free of charge by sending a request to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by sending an email to the Company’s Hong Kong Share Registrar at **[solomon2878-ecom@hk.tricorglobal.com](mailto:solomon2878-ecom@hk.tricorglobal.com)**.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) of corporate communications by any of the above methods.

(This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail)