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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sys Solutions Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licenced securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



SYS SOLUTIONS HOLDINGS LIMITED
軟迅科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8182)

**PROPOSED CHANGE OF COMPANY NAME,
REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

This document, for which the directors of Sys Solutions Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Sys Solutions Holdings Limited. The directors of Sys Solutions Holdings Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (a) the information contained in this document is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this document misleading; and (c) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

A notice convening the EGM to be held at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong on Friday, 23 March 2007 at 3:00 p.m. is set out on pages 8 to 10 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcement" page for at least 7 days from the date of posting. Please note that the English text of this circular shall prevail over the Chinese text.

28 February 2007

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“Board”	board of Directors
“Company”	Sys Solutions Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 3:00 p.m. on Friday, 23 March 2007
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 February 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Committee”	the listing sub-committee of the board for GEM
“PRC”	the People’s Republic of China, excluding Hong Kong for the purpose of this circular
“Refreshed Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, being 10 per cent of the Shares in issue as at the date of approving such Refreshed Limit by the Shareholders passing an ordinary resolution at the EGM
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options granted or to be granted under the Share Option Scheme and any other scheme(s) of the Company, being 10 per cent of the Shares in issue on 25 January 2003, being the adoption date of the Share Option Scheme

DEFINITIONS

“Share Option Scheme”	the post-IPO share option scheme adopted by the Company on 25 January 2003
“Shareholder(s)”	registered holder(s) of issued share(s) of the Company
“Share(s)”	existing ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the GEM Listing Rules and “subsidiaries” shall be construed accordingly
“HK\$”	Hong Kong Dollars, the lawful currency in Hong Kong

LETTER FROM THE BOARD



SYS SOLUTIONS HOLDINGS LIMITED

軟迅科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8182)

Executive Directors:

Mr. Chan Wing Him, Kenny (*Chairman*)

Mr. Chan Man Ching

Independent Non-executive Directors:

Mr. Poon Lai Yin, Michael

Mr. Lo Chi Kit

Mr. Tam Hang Chuen

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head Office and Principal Place of

Business in Hong Kong:

Unit A, 7th Floor

Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

28 February 2007

To Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME,
REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME,
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the EGM. These include a special resolution relating to the proposed change of the English name and Chinese name of the Company and an ordinary resolution relating to the proposed refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company to “Enviro Energy International Holdings Limited” as its English name and “環能國際控股有限公司” as its Chinese name from “Sys Solutions Holdings Limited” and “軟迅科技控股有限公司”, respectively.

Presently, the Group is principally engaged in the provision of network infrastructure solutions and services in Hong Kong and the Guangdong Province, the PRC. The proposed change of name reflects the Group’s new corporate strategy and future business development opportunities in computer software simulation technology applications in the energy and environmental industries, where climate change related activities will spur higher demand in these types of computer related modelling services. These services will expand the Group’s existing network infrastructure services and provide more opportunities, including the participation in upstream energy projects, for the Company.

The proposed change of name of the Company is subject to the passing of a special resolution by the Shareholders at the EGM. The change of name of the Company is expected to take effect upon such condition being fulfilled. Thereafter, the Company will comply with the necessary filing procedures with the Registrar of Companies in both the Cayman Islands and Hong Kong.

The Shares are listed on GEM. The change of name of the Company will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the present name of the Company will, after the change of name, continue to be evidence of title to the Shares, and will be valid for trading, settlement, delivery and registration for the same number of Shares in the new name of the Company. As such, there will not be any arrangement for the exchange of the existing share certificates of the Company for share certificates bearing the new name of the Company. Once the change of name has become effective, any share certificate of the Company issued thereafter will be issued in the new name of the Company and the Shares will be traded on GEM in the new name. Further announcements will be made by the Company upon passing of the special resolution in respect of the change of name by the Shareholders at the EGM and when the change of name of the Company has become effective.

3. PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

As at 25 January 2003, being the adoption date of the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all the other share option scheme(s) of the Company was 38,484,000 Shares, being 10 per cent of the Shares in issue on the adoption date of the Share Option Scheme.

As at the Latest Practicable Date, options carrying the rights to subscribe for up to a total of 23,859,000 Shares were granted under the Share Option Scheme, and none of such options was lapsed, expired or exercised. Unless the Scheme Mandate Limit is “refreshed”, only up to 14,625,000 Shares may be issued pursuant to the grant of further options under the Share Option Scheme. The Directors consider that it is in the interests of the Company to “refresh” such Scheme Mandate Limit at the EGM to permit the grant of further options under the Share Option Scheme.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 420,180,000 Shares.

It is proposed that subject to the approval of the Shareholders at the EGM and such other requirements prescribed under the GEM Listing Rules, the limit on grant of options under the Share Option Scheme will be increased to the Refreshed Limit and, options previously granted under the Share Option Scheme or any other share option scheme(s) of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the Share Option Scheme or such other scheme(s) of the Company) will not be counted for the purpose of calculating the limit as refreshed.

Pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time will not exceed 30 per cent of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30 per cent limit being exceeded.

As at the Latest Practicable Date, there were 420,180,000 Shares in issue. Assuming that no further Shares will be issued or repurchased prior to the date of approving the refreshment of the Scheme Mandate Limit by the Shareholders, the maximum number of Shares which fall to be issued upon exercise of all options that may be granted by the Company under the Refreshed Limit would be 42,018,000 Shares, representing 10 per cent of the Shares in issue as at the date of the approval of the proposed refreshment of the Scheme Mandate Limit to the Refreshed Limit by the Shareholders at the EGM.

The Directors consider that, in order to provide the Company with greater flexibility in granting options to eligible person(s) under the Share Option Scheme, the Board decides to seek the approval of the Shareholders to refresh the Scheme Mandate Limit so that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other scheme(s) of the Company shall not exceed the Refreshed Limit.

Conditions

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the EGM to approve the Refreshed Limit such that the total number of securities which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed the Refreshed Limit.

The adoption of the Refreshed Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Refreshed Limit at the EGM; and

LETTER FROM THE BOARD

- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme under the Refreshed Limit.

Application for Listing

Application will be made to the Listing Committee for the granting of the approval of the listing of, and permission to deal in, the Shares which fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme under the Refreshed Limit.

4. RIGHT TO DEMAND A POLL

Pursuant to Article 72 of the Company's articles of association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (e) if required by the GEM Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent or more of the total voting rights at such meeting.

LETTER FROM THE BOARD

5. THE EGM

A notice convening the EGM to be held at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong on Friday, 23 March 2007 at 3:00 p.m. is set out on pages 8 to 10 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions thereon, together with the power of attorney, if any, under which it is signed or a notarially certified copy of such power of attorney or authority and deposit it to the Company's Hong Kong branch share registrar, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

6. RECOMMENDATION

The Directors consider that the proposed change of the English name and Chinese name of the Company and the refreshment of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant special and ordinary resolutions as set out in the notice of the EGM.

Yours faithfully
By Order of the Board
Sys Solutions Holdings Limited
Chan Wing Him Kenny
Chairman

NOTICE OF THE EGM



SYS SOLUTIONS HOLDINGS LIMITED

軟迅科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8182)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Sys Solutions Holdings Limited (the “Company”) will be held at 3:00 p.m. on Friday, 23 March 2007 at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong for the following purposes:

As special business, to consider and, if thought fit, to pass with or without modification the following resolution as Special Resolution:

SPECIAL RESOLUTION

1. **“THAT** the name of the Company be changed to “Enviro Energy International Holdings Limited” as its English name and “環能國際控股有限公司” as its Chinese name from “Sys Solutions Holdings Limited” and “軟迅科技控股有限公司”, respectively.”

As special business, to consider and, if thought fit, pass with or without modification the following resolution as Ordinary resolution:

ORDINARY RESOLUTION

2. **“THAT** subject to and conditional upon the listing sub-committee of the board for the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of HK\$0.01 each in the share capital of the Company (the “Shares”) to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as defined below), pursuant to clause 8(B) of the post-IPO share option scheme adopted by the Company on 25 January 2003 (the “Scheme”), approval be and is hereby generally and unconditionally granted for “refreshing” the 10 per cent limit provided in clause 8(C) of the Scheme by approving a new 10 per cent limit (the “Refreshed Limit”) provided that (a) the total number of Shares which may be issued upon exercise of options to be granted to (and subject to acceptance by) a participant (as defined in the Scheme) on or after the date of the approval of the shareholders of the Company (the “Shareholders”) (the “Refresher Date”), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refresher Date, must not exceed 10 per cent of the number of issued Shares as at the Refresher Date; and (b) options granted to (and subject to

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acceptance by) a participant (as defined in the Scheme) prior to the Refresher Date under the Scheme or any other share option scheme(s) of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Limit and the directors of the Company (the "Directors") be and are hereby authorized, subject to compliance with the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") as amended from time to time, to do such act and execute such document to effect the Refreshed Limit."

By Order of the Board
Sys Solutions Holdings Limited
Chan Wing Him Kenny
Chairman

Hong Kong, 28 February 2007

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*
Unit A, 7th Floor
Guangdong Investment Tower
148 Connaught Road Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and vote in his stead in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. The form of proxy and 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 Hong Kong branch share registrar, Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM, and in default the form of proxy shall not be treated as valid. The completion and return of the revised form of proxy shall not preclude members from attending and voting in person at the EGM (or any adjourned meeting thereof) should they so wish.
4. Pursuant to Article 72 of the Company's articles of association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:
 - (a) by the chairman of such meeting; or
 - (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or

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- (c) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (e) if required by the GEM Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent or more of the total voting rights at such meeting.