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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL 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 AGM (as defined herein) of Sys Solutions Holdings Limited to be held on Friday, 8 December 2006 at 3:00 p.m. at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong is set out on pages 12 to 19 of this circular. Whether or not shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tengis Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude shareholders of Sys Solutions Holdings Limited from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

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 and on the website of the Company at www.sysolutions.net.

Please note that the English text of this circular shall prevail over the Chinese text.

31 October 2006

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 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 otherwise requires, the following expressions shall have the following meanings:

“AGM”	means the annual general meeting of the Company to be convened for and held at 3:00 p.m., on Friday, 8 December 2006 at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong;
“Associates”	bears the same meaning ascribed thereto in the Listing Rules;
“Articles of Association”	means the articles of association of the Company as may be amended from time to time;
“CG Code”	means the Code on Corporate Governance Practices in Appendix 15 of the Listing Rules;
“Company”	means Sys Solutions Holdings Limited 軟迅科技控股有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM of the Stock Exchange;
“Companies Law”	means the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Director(s)”	means directors of the Company or the board of directors of the Company, as the context may require;
“GEM”	means The Growth Enterprise Market of the Stock Exchange;
“Group”	means the Company and its subsidiaries;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	means 24 October 2006, being the latest practicable date prior to the printing of this circular;
“Listing Rules”	means the Rules Governing the Listing of Securities on GEM of the Stock Exchange as may be amended from time to time;

DEFINITIONS

“Notice”	means the notice convening the AGM;
“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the terms set out in the Notice;
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	means share(s) of par value of HK\$0.01 each in the capital of the Company;
“Share Option Scheme”	means the pre-IPO and post-IPO share option schemes approved pursuant to written resolutions of the Company on 25 January 2003;
“Shareholder(s)”	means holder(s) of the Shares;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Subsidiary”	means a subsidiary within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) for the time being of the Company whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly;
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD OF DIRECTORS



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. Lam Chi Shing (*Chairman*)

Mr. Yuen Kin Tong

Mr. Chan Chi Hung

Independent Non-executive Directors:

Mr. Lau Siu Ki Kevin

Mr. Wang Yat Yee Mark

Mr. Zhang Guo Xuan

Registered Office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

George Town

Grand Cayman

British West Indies

*Head Office and Principal Place of
Business in Hong Kong:*

Unit A, 7th Floor

Guangdong Investment Tower

148 Connaught Road Central

Hong Kong

31 October 2006

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at 3:00 p.m. on Friday, 8 December 2006 at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong, which, upon approval, would enable the Company to, among other things:

- (a) repurchase Shares not exceeding 10% of the aggregate nominal value of the Shares in issue as at the date of passing such resolution;

LETTER FROM THE BOARD OF DIRECTORS

- (b) issue new Shares not exceeding 20% of the Shares in issue on the date of the relevant resolution and those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (a) above;
- (c) re-elect Directors; and
- (d) amend the Articles of Association in light of, among other things, recent changes to the Listing Rules.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

On 9 December 2005, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandates will lapse at the conclusion of the AGM.

At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general mandate to (i) repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution; and (ii) allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing the ordinary resolution and the nominal amount of any Shares repurchased by the Company (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution). Any issue of new Shares is subject to approval from the Stock Exchange for the listing of and permission to deal with such new Shares.

An explanatory statement containing information relating to the Repurchase Mandate as required by Rule 13.08 of the Listing Rules is set out in Appendix I to this circular. This explanatory statement provides the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Article 108 of the Articles of Association, Mr. Wang Yat Yee Mark will retire at the AGM and, being eligible, will offer himself for re-election. Information on such director as required to be disclosed under Rule 17.50(2) of the Listing Rules is set out in Appendix II to this circular.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Stock Exchange announced certain amendments to the Listing Rules for the purpose of implementing the CG Code which, subject to certain translational arrangements, took effect on 1 January 2005. Pursuant to CG Code provision A.4.2, (i) all Directors appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting after their appointment; and (ii) every Director including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

LETTER FROM THE BOARD OF DIRECTORS

Recently, the Stock Exchange had made certain minor and housekeeping amendments to Appendix 3 and Part B of Appendix 13 of the Listing Rules which took effect on 1 March 2006. The amended Listing Rules provide that a director may be removed by an ordinary resolution in general meeting instead of a special resolution.

To ensure compliance with the CG Code and the amended Listing Rules, the Directors propose to put forward to the Shareholders for approval at the AGM by special resolution to amend Articles 72, 108(A), 111, 112, 114 and 124 of the Articles of Association.

Details of the proposed amendments to the Articles of Association are set out in Resolution No. 3 of the Notice. A brief summary of the proposed amendments is set out below:

Article No.	Proposed Amendment
72	To comply with provision E.2.1 of the CG Code, any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting to demand a poll where the result of the show of hands is in an opposite manner to that instructed in the proxies they hold.
108(A)	To be consistent with provision A.4.2 of the CG Code, this Article be amended to ensure that every Director (including those appointed for a specific term or holding office as Chairman or Deputy Chairman under Article 132 or the office of Managing Director or Joint Managing Director under Article 122) should be subject to retirement by rotation at least once every three years.
111	To be consistent with provision A.4.2 of the CG Code, this Article be amended to require that any Director appointed by the Shareholders to fill a causal vacancy be subject to re-election by the Shareholder at the first general meeting after his appointment rather than at the first annual general meeting after his appointment.
112	To be consistent with provision A.4.2 of the CG Code, this Article be amended to require that any Director appointed by the Directors to fill a casual vacancy be subject to re-election by the Shareholders at the first general meeting after his appointment rather than at the first annual general meeting after his appointment.
114	To be consistent with the amended Listing Rules, this Article be amended so that Directors may be removed by an ordinary resolution instead of a special resolution.

LETTER FROM THE BOARD OF DIRECTORS

Article No.	Proposed Amendment
124	To be consistent with provision A.4.2 of the CG Code, this Article be amended to require a Directors appointed to an office under Article 122 be subject to the same provisions as to rotation, resignation removal as the other Directors.

THE AGM

The details of the AGM are set out below:–

Date: 8 December 2006

Time: 3:00 p.m.

Venue: Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong

The Notice is set out on pages 12 and 19 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not the Shareholders intend to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tengis Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event so as to arrive not less than 48 hours before the time appointed for holding the AGM. The return of a form of proxy will not preclude the Shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

POLL PROCEDURE

Where a resolution is put to the vote at the AGM, the resolution shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the AGM; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at the AGM; or
- (c) by a 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 representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the AGM; or

LETTER FROM THE BOARD OF DIRECTORS

- (d) by a 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 AGM 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 shares conferring that right.

On a poll votes may be given either personally or by proxy.

RECOMMENDATION

The Directors consider that the granting of generate mandates to issue and repurchase Shares, the re-election of Directors and proposed amendments to the Articles of Association are 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 AGM.

Yours faithfully,
For and on behalf of
Sys Solutions Holdings Limited
Lam Chi Shing
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

This explanatory statement contains information required by Rule 13.08 of the Listing Rules which are set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 396,180,000 Shares.

Subject to the passing of Resolution No. 2(ii) at the AGM and on the basis that no further Shares shall be issued or repurchased prior to the AGM nor outstanding options, if any, granted under the Share Option Scheme shall be exercised, the Company shall be allowed under the Repurchase Mandate to repurchase a maximum of 39,618,000 Shares during the period from the date of passing the Resolution No. 2(ii) and ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or applicable laws of the Cayman Islands and the date upon which the Resolution No. 2(ii) is revoked or varied by Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the Company's memorandum of association and Articles of Association and the applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM from time to time.

Under Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of Shares made for the purpose or, if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchase must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital.

4. STATUS OF REPURCHASED SHARES

The Listing Rules provide that the listing of all repurchased shares shall be automatically cancelled and that the certificates for those shares must be cancelled and destroyed. Under the law of the Cayman Islands, a company's repurchased shares shall be treated as cancelled and its issued share capital (but not the authorized share capital) will be reduced accordingly.

5. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

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 accounts of the Company for the year ended 31 July 2006) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is approved by Shareholders, to sell any Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company if the Repurchase Mandate is approved by Shareholders and neither has any of the connected persons undertaken not to sell his Shares to the Company in the event the Repurchase Mandate is approved by Shareholders.

7. DIRECTORS' UNDERTAKING

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

8. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Cyber Mission Ventures Limited (“Cyber Mission”) and Cyber Profit Group Limited (“Cyber Profit”) held 144,044,550 Shares (representing approximately 36.4% of the existing issued share capital of the Company) and 51,795,450 Shares (representing approximately 13.1% of the existing issued share capital of the Company) respectively. Should the power to repurchase Shares pursuant to the Repurchase Mandate be exercised in full and assuming there is no change in the issued share capital of the Company and the respective present shareholdings of Cyber Mission and Cyber Profit in the Company, Cyber Mission and Cyber Profit would then be beneficially interested in approximately 40.4% and 14.5% of the issued ordinary share capital of the Company respectively.

On the basis of the shareholdings held by the controlling and substantial shareholders named above and based, solely as a result of the exercise of the Repurchase Mandate in full, Cyber Mission would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in any mandatory offer to be made under the Takeovers Code.

9. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of shares have been made by the Company in the previous six months before the Latest Practicable Date, whether on the GEM or otherwise.

10. SHARE PRICES

The highest and lowest prices of the Shares as quoted by the GEM in each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	HK\$	HK\$
2005		
October	0.070	0.070
November	0.070	0.055
December	0.055	0.055
2006		
January	0.055	0.034
February	0.042	0.021
March	0.040	0.020
April	0.062	0.024
May	0.040	0.027
June	0.037	0.037
July	0.040	0.037
August	0.050	0.030
September	0.050	0.040
October (up to the Latest Practicable Date)	Suspended	Suspended

Pursuant to the Articles of Association, the details of the Director who is required to retire at the AGM according to the Articles of Association and who, being eligible, offer himself for re-election at the AGM are as follows:

Mr. Wang Yat Yee Mark (“Mr. Wang”) – Independent Non-Executive Director

Mr. Wang, aged 57, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 30 September 2004. He has more than 30 years’ experience in the information technology industry. He is an independent non-executive director of DMX Technologies Group Limited, which is a listed public company on the stock exchange of Singapore. Save as disclosed herein, Mr. Wang has not held any directorship in any public company in the past 3 years.

Pursuant to the service contract between Mr. Wang and the Company, the length of service of Mr. Wang with the Company is for a term of two years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Wang is HK\$120,000 per annum, which has been determined on the basis of prevailing market conditions and his respective roles and responsibilities.

Mr. Wang is not interested in the Shares of the Company within the meaning of Part XV of the SFO and is not connected with any Directors, senior management, management shareholders, substantial or controlling Shareholders of the Company and their respective Associates.

As at the Latest Practicable Date, to the best of the Directors’ knowledge, information and belief having made reasonable enquiry, there were no other matters in relation to Mr. Wang’s re-election as a Director that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting (“AGM”) of Sys Solutions Holdings Limited (the “Company”) will be held at 3:00 p.m. on Friday, 8 December 2006 at Conference Room, Unit A, 7th Floor, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong for the following purposes:–

1. As ordinary business, to consider and if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

- (i) to receive and consider the audited consolidated financial statements and reports of the directors and auditors for the year ended 31 July 2006;
- (ii) to re-elect Mr. Wang Yat Yee Mark as an independent non-executive director of the Company;
- (iii) to authorize the board of directors to fix the remuneration of the directors and any committee of directors; and
- (iv) to re-appoint auditors for the ensuing year and authorize the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

2. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (i) "THAT:–
- (a) subject to paragraph (c), the exercise by the board of directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with, otherwise than pursuant to (i) a Rights Issue; or (ii) the grant or exercise of any option under any share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of shares in the Company upon exercise of rights of subscription or convertible into shares in the Company, unissued shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a), shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing this resolution and the authority pursuant to paragraph (a) shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing 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 law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

- (ii) **“THAT:**
 - (a) subject to paragraph (b), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares in the Company may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of shares in the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly;
- (c) for the purpose of this resolution, "Relevant Period" means the period from the date of the passing 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 law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution."
- (iii) "THAT:

Conditional upon resolutions nos. 2(i) and 2(ii) above being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the Company pursuant to the said resolution no. 2(i) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company pursuant to the said resolution no. 2(ii), provided that the amount of shares so repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of this resolution."

NOTICE OF ANNUAL GENERAL MEETING

3. As special business, to consider and, if thought fit, pass with or without any amendments, the following special resolutions:

SPECIAL RESOLUTIONS

- (i) “**THAT** the articles of association of the Company be and are hereby amended in the following manner:

- (a) By replacing the “.” at the end of Article 72 (iv) with “; or” and including the following new paragraph at the end of Article 72:

“72 (v) if required by the rules of the Stock Exchange in the Relevant Territory, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

- (b) By deleting Article 108(A) in its entirety and substituting therefor the following:

“At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term or holding office as Chairman or Deputy Chairman under Article 132 or the office of Managing Director or Joint Managing Director under Article 122, shall be taken into account in determining the number of Directors to retire and subject to retirement by rotation at least once every three years or such other period as the stock exchange in the Relevant Territory may from time to time prescribe. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.”

- (c) By deleting the last sentence of Article 111 and substituting therefor the following:

“Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a causal vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting, but he shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation in case he retires at an annual general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (d) By deleting Article 112 in its entirety and substituting therefor the following:

“The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a causal vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting, but he shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation in case he retires at an annual general meeting.”

- (e) By deleting Article 114 in its entirety and substituting therefor the following:

“The Company may by Ordinary Resolution 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 (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting, but he shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation in case he retires at an annual general meeting.”

- (f) By deleting the marginal note to Article 114 and substituting therefor the following:

“Power to remove Director by Ordinary Resolution”

- (g) By deleting Article 124 in its entirety and substituting therefor the following:

“A Director appointed to an office under Article 122 shall be subject to the same provisions as to rotation, resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.”

NOTICE OF ANNUAL GENERAL MEETING

- (h) By deleting the words “Removal by Special Resolution” in the Index to Articles and substituting therefor the words “Removal by Ordinary Resolution”.
- (ii) “**THAT** the new articles of association of the Company, consolidating all of the changes referred to above and in the form produced to the meeting, be and are hereby adopted with immediate effect in replacement of the existing articles of association of the Company.”

By Order of the Board
Sys Solutions Holdings Limited
Lam Chi Shing
Chairman

Hong Kong, 31 October 2006

Registered Office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies

Head Office and Principal Place of Business in Hong Kong:

Unit A, 7th Floor
Guangdong Investment Tower
148 Connaught Road Central
Hong Kong

As at the date of this notice, the board of directors of the Company comprises three executive directors, namely Mr. Lam Chi Shing, Mr. Yuen Kin Tong and Mr. Chan Chi Hung, and three independent non-executive directors, namely Mr. Lau Siu Ki Kevin, Mr. Wang Yat Yee Mark and Mr. Zhang Guo Xuan.

Notes:

1. Any member entitled to attend and vote at the AGM 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.

NOTICE OF ANNUAL GENERAL MEETING

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 AGM, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish.
4. In accordance with the Company's articles of association, the following categories of members may demand that the vote in respect of any resolution to be put to the general meeting should be taken on a poll:
 - (a) the chairman of such meeting;
 - (b) at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
 - (c) any member or members present in person (or in the case of a member 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 members having the right to vote at the meeting; or
 - (d) any member or members present in person (or in the case of a member being a corporation by its duly authorized representative) or by proxy and holding shares in the Company 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.

A poll may be so demanded before or on the declaration of the result of the show of hands.