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## **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)**

### **REVISED 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;
- (iv) to re-appoint auditors for the ensuing year and authorize the board of directors of the Company to fix their remuneration;
- (v) to re-elect Mr. Chan Wing Him Kenny as executive director; and
- (vi) to re-elect Mr. Chan Man Ching as executive director.

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
  - (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;
- (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.”

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.”

- (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.”

- (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, 1 December 2006

*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

As at the date of this revised notice, the board of directors of the Company comprises five executive directors, namely Mr. Lam Chi Shing, Mr. Yuen Kin Tong, Mr. Chan Chi Hung, Mr. Chan Wing Him Kenny and Mr. Chan Man Ching 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.
3. The revised 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 revised 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 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.

*This announcement, for which the directors of the Company 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 the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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