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If you are in any doubt as to any aspect of this circular, 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 **Solis Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Solis Holdings Limited

守益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2227)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting (“AGM”) of the Company to be held at Meeting Room I/II, 2/F., Lanson Place Hotel, No. 133 Leighton Road, Causeway Bay, Hong Kong on Tuesday, 12 June 2018 at 10:00 a.m. is set out on pages 20 to 23 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if they so wish.

Hong Kong, 27 April 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Meeting Room I/II, 2/F., Lanson Place Hotel, No. 133 Leighton Road, Causeway Bay, Hong Kong on Tuesday, 12 June 2018 at 10:00 a.m., a notice of which is set out on pages 20 to 23 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Director of the Company
“Capitalisation Issue”	the issue of 629,999,998 Shares upon the capitalisation of certain sums standing to the credit of the share premium account of the Company
“Close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Solis Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability with its shares listed on the Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and means the controlling shareholders of the Company, namely, HMK Investment Holdings Limited, Mr. Tay Yong Hua, Mr. Tay Yong Meng and Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing)
“Core Connected Person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular prior to its publication
“Listing Date”	11 December 2017, on which dealings in the Shares first commenced on the Stock Exchange

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Placing Shares”	the placing of the 105,000,000 Shares being offer by the Company
“Prospectus”	prospectus of the Company dated 28 November 2017 issued to the public in Hong Kong
“Public Offer Shares”	the 105,000,000 Shares being offered by the Company for subscription
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the Public Offer Shares and the Placing Shares
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeover Code”	the Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“S\$”	Singapore dollars, the lawful currency of Singapore
“%”	per cent.

LETTER FROM THE BOARD



Solis Holdings Limited **守益控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2227)

Executive Directors:

Mr. Tay Yong Hua (*Chairman*)
Mr. Tay Yong Meng
Mr. Kenneth Teo Swee Cheng
(Kenneth Zhang Ruiqing)
(*Chief Executive Officer*)

Registered Office:

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

Independent Non-executive Directors:

Ms. Theng Siew Lian Lisa
Mr. Law Wang Chak Waltery
Mr. Tan Sin Huat Dennis

***Principal place of business
in Hong Kong:***

Rooms 802–804, 8/F.,
Kin Wing Commercial Building
24–30 Kin Wing Street
Tuen Mun, New Territories
Hong Kong

27 April 2018

To the Shareholders

Dear Sirs or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

As disclosed in the Prospectus, pursuant to the written resolutions of the sole Shareholder passed on 14 November 2017, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

- (a) allot, issue and deal with the Shares with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer and the Capitalisation Issue;

LETTER FROM THE BOARD

- (b) repurchase the Shares with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer and the Capitalisation Issue; and
- (c) extend the general mandate to issue Shares as mentioned in (a) above by the addition to the aggregate nominal amount of shares capital of the Company purchased by the Company pursuant to the repurchase mandate set out in (b) above.

The above general mandates will expire at the conclusion of the AGM, unless renewed at that meeting.

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) granting the general mandates to the Directors to allot, issue, deal with new Shares; (ii) repurchase existing Shares; and (iii) the re-election of the retiring Directors.

PROPOSED GRANT OF GENERAL MANDATES

Three respective ordinary resolutions will be proposed at the AGM for the purposes of granting the general mandates to the Directors:

- (a) to allot, issue and otherwise deal with additional Shares with the aggregate nominal amount not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue (the “Issue Mandate”) as at the date of passing the resolution approving the Issue Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller nominal amount of Shares after approving the Issue Mandate);
- (b) to repurchase Shares with the aggregate nominal amount not exceeding the sum of 10% of the aggregate nominal amount of the share capital of the Company in issue (the “Repurchase Mandate”) as at the date of passing the resolution approving the Repurchase Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller nominal amount of Shares after approving the Repurchase Mandate); and
- (c) to add to the general mandate for issuing Shares set out in (a) above the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The full text of these resolutions are set out in Resolution 10 (“Issue Mandate”), Resolution 11 (“Repurchase Mandate”) and Resolution 12 in the notice of the AGM contained in pages 20 to 23 of this circular.

LETTER FROM THE BOARD

The aforesaid mandates, unless revoked or varied by way of ordinary resolutions of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which will be convened on or before 30 June 2019.

In accordance with the requirements set out in the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing requisite information to consider the Repurchase Mandate subject to certain restrictions, which are set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

To comply with the Corporate Governance Code and Corporate Governance Report under Appendix 14 to the Listing Rules and in accordance with the Articles of Association of the Company, Mr. Tay Yong Hua, Mr. Tay Yong Meng, Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing), Ms. Theng Siew Lian Lisa, Mr. Law Wang Chak Waltery and Mr. Tan Sin Huat Dennis, being all Directors of the Company, shall retire from office at the AGM. All of the retired Directors, being eligible, offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected as Directors at the AGM, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

AGM

The notice convening the AGM is set out on pages 20 to 23 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by way of poll. Therefore, all proposed resolutions put to vote at the AGM shall be taken by way of poll.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly the Directors, together with their Close Associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend the Shareholders to vote in favour of such relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Solis Holdings Limited
Tay Yong Hua
Executive Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

SHARE CAPITAL

As at the Latest Practicable Date, 840,000,000 Shares were in issue and fully paid.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued and repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 84,000,000 Shares, representing 10% of the aggregate nominal value of the Shares in issue.

REASONS FOR REPURCHASE

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

FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Company's Articles of Association and the laws of the Cayman Islands.

EFFECT OF EXERCISING 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 Company's audited financial statements for the year ended 31 December 2017) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares to such 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.

DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective Close Associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries.

No Core Connected Persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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 (within the meaning under the Takeovers Code), depending on the level of increase in the interest of our Shareholders, could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the following Shareholder was interested in more than 10% of the issued shares of the Company:

Name of shareholder	Number of shares held	Approximate %	Approximate %
		of the Company's issued voting shares	if the Repurchase Mandate is exercised in full
HMK Investment Holdings Limited ^{Note}	630,000,000	75%	83.33%

Note: The 630,000,000 shares are beneficially held by HMK Investment Holdings Limited, which is owned as to 90% by Mr. Tay Yong Hua, 6% by Mr. Tay Yong Meng and 4% by Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing), and they are deemed to be interested in 630,000,000 Shares held by HMK Investment Holdings Limited by virtue of the SFO.

Save as aforesaid, the Directors are not aware of any other consequence under the Takeovers Code as a result of a repurchase of Shares made pursuant to the Share Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such extent that the public shareholding would be reduced to less than 25% of the issued share capital of the Company.

SHARE REPURCHASE MADE BY THE COMPANY IN THE PREVIOUS SIX MONTHS

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since 11 December 2017, being the Listing Date, up to and including the Latest Practicable Date.

SHARE PRICES OF PREVIOUS TWELVE MONTHS

The highest and lowest prices at which the Shares were traded on the Stock Exchange since 11 December 2017, being the Listing Date, and up to the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
December (since 11 December 2017)	0.69	0.58
2018		
January	0.62	0.57
February	0.92	0.58
March	1.01	0.75
April (up to the Latest Practicable Date)	1.04	0.90

As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the AGM:

1. Mr. Tay Yong Hua

Mr. Tay Yong Hua (“Mr Tay”), aged 59, is the founder of the Group. He was appointed as a Director on 21 June 2017 and was re-designated as an executive Director and appointed as the executive Chairman on 11 July 2017. He is also a member of remuneration committee.

Mr. Tay founded the Group as a sole proprietor business in 1983 and has been our Group’s chairman and managing director since the incorporation of Sing Moh Electrical Engineering Company (“Sing Moh”). Mr. Tay presides over a skilled workforce of about 260. Apart from setting the vision and the mission for the Group and guiding the Group to achieve its long-term business and financial objectives, Mr. Tay is also responsible for key clients/vendors partnership development and new business development.

Mr. Tay is an entrepreneur with over three decades of start-up and operational experience with a wide range of mechanical and electrical projects. In 1983, Mr. Tay founded Sing Moh as a sole-proprietorship, and in 1988, the sole proprietor business became Sing Moh Electrical Engineering Pte. Ltd.

Mr. Tay is the brother of Mr. Tay Yong Meng (an executive Director) and the uncle of Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing) (an executive Director).

Mr. Tay has entered into a service contract with the Company for a term of three years commencing on 11 December 2017 and will continue thereafter until terminated in accordance with the terms of the service agreement. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Pursuant to the service contract, Mr. Tay will receive a fixed salary of S\$420,000 per annum. His remuneration was determined with reference to his duties and responsibilities, the Company’s remuneration policy and the prevailing market conditions, which will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Mr. Tay does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed, Mr. Tay does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Tay is deemed to be interested in 630,000,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, HMK Investment Holdings Limited (“HMK”), representing 75% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Tay that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

2. Mr. Tay Yong Meng

Mr. Tay Yong Meng, aged 54, was appointed as a Director on 21 June 2017 and was re-designated as an executive Director and appointed as the Chief Operating Officer of the Company on 11 July 2017. He is also a member of nomination committee.

Mr. Tay Yong Meng has close to three decades of experience in the engineering industry. He joined the Group in June 1990 and is currently a director of the Group. Mr. Tay Yong Meng is responsible for leading the operational departments and providing guidance and management experience in project management, including approving contracts and liaising with customers and suppliers. In addition, he is responsible for quality assurance, environmental health and workplace safety. He also oversees our Group’s human resources and manpower management.

Prior to joining our Group, Mr. Tay Yong Meng worked as an assistant engineer at Maxtor Singapore Limited between 1989 and 1992.

Mr. Tay Yong Meng obtained a Certificate of Performance in Quantity Surveying (Contract Administration) awarded by Ngee Ann Polytechnic in November 1997 and a certificate in Mechanical and Electrical Coordination awarded by the Construction Authority in November 1999. He also completed the course in Cable Installation for MATV System compatible for Cable-TV Operation conducted by Institute of Technical Education in November 1996. Mr. Tay Yong Meng attained a certificate for completion of the Safety Management Course awarded by the Ministry of Labour, Singapore in January 1996 and completed four modules of National Technical Certificate Grade Three Electrical Installation & Servicing course conducted by the Institute of Technical Education by January 1997. He is certified for completing training in Small Electrical Installation Inspection and Testing awarded by the Singapore Power Training Institute in March 1998. Mr. Tay Yong Meng attained a Building Construction Safety Supervisors course certificate awarded by the Singapore Contractors Association Ltd in September 1999. He was admitted as an associate of the Singapore Institute of Engineering Technologists in February 1996 and is a qualified licensed electrician issued by the Energy Market Authority since December 2015. He was trained by Singapore Telecommunication Academy in 1999 and passed the Singtel’s cable

locating course and further trained by Starhub on their T.C. D.W course in April 2000. Mr. Tay Yong Meng has been a qualified installer for Info-Communications Development Authority of Singapore since 19 August 2002.

Mr. Tay Yong Meng obtained a Diploma in Mechanical Engineering from Ngee Ann Polytechnic Singapore in August 1986 and a Certificate in Industrial Management from Ngee Ann Polytechnic Singapore in August 1993.

Mr. Tay Yong Meng is the brother of Mr. Tay Yong Hua (executive Chairman and an executive Director) and the uncle of Mr. Kenneth Teo Swee Cheng (an executive Director).

Mr. Tay Yong Meng has entered into a service contract with the Company for a term of three years commencing on 11 December 2017 and will continue thereafter until terminated in accordance with the terms of the service agreement. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Pursuant to the service contract, Mr. Tay Yong Meng will receive a fixed salary of S\$300,000 per annum. His remuneration was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions, which will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Mr. Tay Yong Meng does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed, Mr. Tay Yong Meng does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Tay Yong Meng is deemed to be interested in 630,000,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, HMK, representing 75% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Tay Yong Meng that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

3. Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing)

Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing) (“Mr. Kenneth Teo”), aged 45, was appointed as a Director on 21 June 2017 and was re-designated as an executive Director and appointed as the Chief Executive Officer of the Company on 11 July 2017. He is also the chairman of corporate governance committee.

Mr. Kenneth Teo joined the Group in May 2000 as a director and was promoted to a chief executive officer and became a director of Sing Moh in April 2008. Mr. Kenneth Teo currently oversees all aspects of the operations of our Group including strategic planning, procurement, tender, sales and marketing and business development. He is responsible for the project management for all mechanical and electrical engineering projects of our Group. During his tenure with the Group, Mr. Kenneth Teo had secured one of the first pre-fabricated, pre-finished volumetric construction (PPVC) projects in Singapore, an initiative of the Singapore government to increase productivity and reduces demand for manpower.

Mr. Kenneth Teo was instrumental in leading the Group to be awarded ISO 9001 certification in December 2000 as well as leading the Group’s upgrade of its BCA ME05 grading to L6 level in 2010. Under Mr. Kenneth Teo’s leadership, the Group achieved the BIZSAFE STAR status in November 2010. He was also responsible for guiding the Group to be awarded the OHSAS 180001 certification in December 2011. Prior to joining the Group, Mr. Kenneth Teo worked at Sembcorp Construction Pte Ltd as an engineer between June 1997 and April 2000.

Mr. Kenneth Teo obtained a Bachelor Degree (Honours) of Engineering from the Nanyang Technological University in July 1997 and obtained a Graduate Diploma in Business Administration from Singapore Institute of Management in October 2000.

Mr. Kenneth Teo is the nephew of Mr. Tay Yong Hua (executive Chairman and an executive Director) and nephew of Mr. Tay Yong Meng (an executive Director).

Mr. Kenneth Teo has entered into a service contract with the Company for a term of three years commencing on 11 December 2017 and will continue thereafter until terminated in accordance with the terms of the service agreement. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Pursuant to the service contract, Mr. Kenneth Teo will receive a fixed salary of S\$300,000 per annum. His remuneration was determined with reference to his duties and responsibilities, the Company’s remuneration policy and the prevailing market conditions, which will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Mr. Kenneth Teo does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed, Mr. Kenneth Teo does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Kenneth Teo is deemed to be interested in 630,000,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, HMK, representing 75% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Kenneth Teo that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

4. Ms. Theng Siew Lian Lisa

Ms. Theng Siew Lian Lisa (“Ms. Theng”), aged 51, was appointed as an independent non-executive Director on 14 November 2017. She is also the chairlady of remuneration committee and a member for each of audit committee and corporate governance committee.

Ms. Theng is currently the Managing Partner of Colin Ng & Partners LLP and has been in practice since 1991. She has vast experience in corporate litigation prior to focusing her practice in the areas of Corporate Advisory and Corporate and Commercial services.

In the area of corporate law, Ms. Theng has advised both Singapore and foreign companies in major acquisitions and disposal transactions and has also advised on investment and other corporate agreements where parties are in dispute. Her major clients comprise public listed companies and multi-national corporations in Singapore and in the region. Ms. Theng has advised healthcare, electronics, technology, engineering, oil and gas, logistics, manufacturing, exhibition, publishing, food and leisure and entertainment companies and private equity and venture capitalist houses on a range of issues. These issues include restructurings, investments, joint ventures, corporate governance and compliance, and acquisitions.

In the area of corporate advisory, Ms. Theng has advised listed companies and their audit committees and boards in relation to potential disputes, irregularities, fraud and issues involving directors and shareholders; an example, Ms. Theng has advised the audit committee of a listed company in Singapore over the fraudulent acts of its managing director and advised the board in relation to ensuring good corporate governance in the company. Her other experiences include cross-border joint ventures and mergers and acquisitions in the region.

Ms. Theng started her career with Colin Ng & Partners in 1991, and between 2000 and 2006, she was an equity partner of Chui Sim Goh & Lim. She returned to Colin Ng & Partners in July 2006 as an equity partner and became the Head of Corporate Advisory Practice Group and Head of Dispute Resolution Practice Group. Ms. Theng became joint managing partner in 2011 and managing partner in 2017.

Ms. Theng obtained a Degree of Bachelor of Laws from the National University of Singapore in July 1990. She is an advocate and solicitor of the Supreme Court of Singapore and has been in practice since 1991.

Ms. Theng has entered into a letter of appointment with the Company for a fixed term of one year commencing on 11 December 2017 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. She is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

Pursuant to the letter of appointment, Ms. Theng will receive an annual director's fee of S\$42,000, which was determined with reference to her duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. The remuneration of Ms. Theng will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Ms. Theng does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Ms. Theng does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

Further, Ms. Theng does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, there was no matter relating to the re-election of Ms. Theng that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

5. Mr. Law Wang Chak Waltery

Mr. Law Wang Chak Waltery (“Mr. Law”), aged 54, was appointed as an independent non-executive Director on 14 November 2017. He is also the chairman of audit committee and a member for each of remuneration committee and nomination committee.

Mr. Law is currently a senior vice president of the finance and corporate development of Gold Peak Industries (Holdings) Limited, a company listed on the Hong Kong Stock Exchange (“HKSE”) (stock code: 0040). He has 30 years of experience in financial audit, financial due diligence, mergers and acquisitions, corporate restructuring, accounting and corporate finance advisory.

Since September 2014, Mr. Law has been an independent non-executive director, chairman of the audit committee, and a member of both the remuneration committee and the nomination committees of Orient Victory China Holdings Limited, a company listed on the Hong Kong Stock Exchange (stock code: 0265). Since April 2015, Mr. Law has been an independent non-executive director, chairman of the audit committee, and a member of the remuneration committee of D&G Technology Holding Company Limited, a company listed on the Hong Kong Stock Exchange (stock code: 1301). Since November 2016, Mr. Law has been a non-executive director of In Technical Productions Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8446). Since November 2017, Mr. Law has been an independent non-executive director, chairman of the audit committee, and a member of the nomination committee of Vicon Holdings Limited, a company listed on the HKSE (stock code: 3878).

Previously, Mr. Law was an executive partner of Profundas Capital Limited, a private equity and investment advisory firm from December 2010 to January 2018 and had been the chief financial officer and non-executive director of Nine Dragons Paper (Holdings) Limited, a company listed on the Hong Kong Stock Exchange (stock code: 2689), from June 2004 to October 2008 and from August 2008 to October 2008, respectively.

Mr. Law also served in different key roles such as chief financial officer and vice president of the finance department in four other companies between November 1992 and May 2004, all of which were listed on Main Board of the Hong Kong Stock Exchange at the relevant time. Mr. Law had worked in the audit division of Coopers & Lybrand (currently known as PricewaterhouseCoopers) between August 1987 and November 1992.

Mr. Law was admitted as a fellow of both the Association of Chartered Certified Accountants in the United Kingdom in October 1995 and the Hong Kong Institute of Certified Public Accountants in February 1998. Mr. Law is currently registered as a Certified Public Accountant (Practising) with the Hong Kong Institute of Certified Public Accountants. Mr. Law was also admitted as a fellow of the Institute of Chartered Accountants in England and Wales since July 2017.

Mr. Law obtained a Bachelor of Science degree in economics from the University of London in August 1991. He was awarded a Master of Science degree in financial economics by the University of London in December 1995.

Mr. Law has entered into a letter of appointment with the Company for a fixed term of one year commencing on 11 December 2017 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

Pursuant to the letter of appointment, Mr. Law will receive an annual director's fee of HK\$240,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. The remuneration of Mr. Sung will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to her responsibility and annual performance.

Save as disclosed above, Mr. Law does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Mr. Law does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

Further, Mr. Law does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO of the Company as at the Latest Practicable Date.

Save as disclosed above, there was no matter relating to the re-election of Mr. Law that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

6. Mr. Tan Sin Huat Dennis

Mr. Tan Sin Huat Dennis ("Mr Tan"), aged 55, was appointed as an independent non-executive Director of the Company on 14 November 2017. He is also the chairman of nomination committee and a member for each of audit committee and corporate governance committee.

Mr. Tan is the founder of Innospaces Consulting Pte. Ltd, a consulting firm that deals with business, organizational and leadership development. He is also an executive director of RHT Human Capital Institute Pte Ltd, a firm focused on coaching and training & development to enable companies to better build and sustain their human capital in a volatile and changing business environment.

Mr. Tan's career as a leader, coach, and consultant spans over 35 years in both the private and public sectors. He is an independent director of Renewable Energy Asia Group Ltd since August 2013 and an independent director of Chasen Holdings Ltd since July 2009: both companies are listed on the Singapore Stock Exchange. Mr. Tan is a leadership coach affiliated to the Centre for Leadership Development, Singapore Armed Forces ("SAF") since 2007, where he coaches potential battalion commanding officers at the Goh Keng Swee Command and Staff College. He is also an associate coach affiliated to the Centre for Creative Leadership based in North Carolina, United States, APAC Campus since 2005.

Mr. Tan joined the SAF in 1982 and was a Regular Senior Military Officer until May 2007. Mr. Tan's highest rank attained while in service was Lieutenant Colonel. After 25 successful years with the SAF, Mr. Tan retired from service and started his second career, founding Innospaces Consulting Pte. Ltd in 2007.

Mr. Tan is a member of the Singapore Institute of Directors since August 2007 and a founding member of Board Certified Coach, the centre for credentialing & education since 2012. Mr. Tan served as an Adjunct Professorship with the Nanyang Technological University, Singapore from 2008 to 2011. Mr. Tan co-authored the books: "Leading and Managing Organizational Behavior" (Pearson, 2010) and "Transforming and Leading Organizational Behavior" (Cengage, 2012). Mr. Tan obtained a Degree of Bachelor of Arts from the National University of Singapore in June 1988 and a Master in Business Administration from the Nanyang Technological University, Singapore in December 2004. He also obtained a Graduate Diploma in Organizational Learning from the Civil Service College, Singapore in May 2003 and a Postgraduate Certificate in Executive Coaching from the University of Lancaster, United Kingdom in July 2008. Mr. Tan was awarded the Singapore Armed Forces Long Service Medal (for his 25 years of service) and the 1998 National Day Parade Certificate of Appreciation from Dr. Tony Tan, Deputy Prime Minister cum Minister for Defence.

Mr. Tan has entered into a letter of appointment with the Company for a fixed term of one year commencing on 11 December 2017 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

Pursuant to the letter of appointment, Mr. Tan will receive an annual director's fee of S\$42,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy, the prevailing market conditions and recommendations of the remuneration committee of the Board. The remuneration of Mr. Tan will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Mr. Tan does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Mr. Tan does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company.

Further, Mr. Tan does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed above, there was no matter relating to the re-election of Mr. Tan that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Solis Holdings Limited

守益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2227)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Solis Holdings Limited (the “Company”) will be held at Meeting Room I/II, 2/F., Lanson Place Hotel, No. 133 Leighton Road, Causeway Bay, Hong Kong on Tuesday, 12 June 2018 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 December 2017;
2. To re-elect Mr. Tay Yong Hua as an executive Director;
3. To re-elect Mr. Tay Yong Meng as an executive Director;
4. To re-elect Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing) as an executive Director;
5. To re-elect Ms. Theng Siew Lian Lisa as an independent non-executive Director;
6. To re-elect Mr. Law Wang Chak Waltery as an independent non-executive Director;
7. To re-elect Mr. Tan Sin Huat Dennis as an independent non-executive Director;
8. To authorise the Board of Directors to fix the Directors’ remuneration;
9. To re-appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

10. To consider as special business, and if thought fit, to pass the following resolution as Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby approved generally and unconditionally;
- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as defined below);
- (C) the aggregate nominal amount of share capital allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) the exercise of any option under the Company’s share option scheme(s); 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 pursuant to the Articles of Association of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

for the purpose 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 either by any applicable laws or by the Articles of Association of the Company to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares on the register of members 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong.”

- 11. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**THAT:**

- (A) subject to paragraph (B) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (B) the aggregate nominal amount of shares authorized to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution, and the said approval shall be limited accordingly; and

for the purpose 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 either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

12. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of Ordinary Resolutions numbered 11 and 12 as set out in the Notice convening this meeting, the aggregate nominal amount of the number of shares in the capital of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 12 shall be added to the aggregate nominal amount of share capital that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the general mandate to allot and issue shares granted to the directors of the Company by the said Ordinary Resolution 11.”

By Order of the Board
Solis Holdings Limited
Tay Yong Hua

Executive Chairman and Executive Director

Hong Kong, 27 April 2018

Notes:

- i. Any member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- ii. To be valid, a 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 that power or authority shall be deposited at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish, in such event, the form of proxy shall be deemed to be revoked.
- iii. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.
- iv. The above resolutions will be put to vote at the meeting by way of poll.
- v. The Register of Members of the Company will be closed from Wednesday, 6 June 2018 to Monday, 11 June 2018 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the Annual General Meeting of the Company, all transfer document, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 5 June 2018.