

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

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Comtec Solar Systems Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**卡姆丹克太陽能系統集團有限公司**  
**Comtec Solar Systems Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 712)**

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of Comtec Solar Systems Group Limited to be held at 5/F, BOC Group Life Assurance Tower, 136 Des Voeux Road Central, Hong Kong on Monday, 26 August 2019 at 10:00 a.m. is set out on pages 14 to 15 of this circular.

Whether or not you are able to attend and/or vote at the extraordinary general meeting of the Company in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting of the Company or any adjournment thereof (as the case may be) should you so wish.

9 August 2019

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## DEFINITIONS

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

“Auditors”	the auditors of the Company
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 2,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Comtec Solar Systems Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) with a par value of HK\$0.004 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and, if thought fit, approve, among other things, the Share Consolidation
“Existing Share(s)”	ordinary share(s) with a par value of HK\$0.001 each in the share capital of the Company before the Share Consolidation becoming effective
“Forum Asia Consideration Shares”	such number of consideration Share(s) to be allotted and issued pursuant to the sale and purchase agreement entered into by and among the Company, Forum (Asia) Limited, On Board International Investment Limited, United Concord Investment Holdings Limited, Ms. Yuan Jing (袁靜) and Mr. Xing Shiyang (刑時陽) dated 14 November 2016 in respect of the Company’s acquisition of 51% of the entire issued capital of Forum (Asia) Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

## DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Joy Boy Consideration Shares”	such number of consideration Share(s) to be allotted and issued pursuant to the sale and purchase agreement entered into by and among the Company, Joy Boy HK Limited, EJoy Renewable Limited and True Joy Renewable Limited dated 7 July 2016 in respect of the Company’s acquisition of 100% of the entire issued share capital of Joy Boy HK Limited
“Latest Practicable Date”	Monday, 5 August 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed share consolidation of every four issued and unissued Existing Shares into one Consolidated Share
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

<b>EXPECTED TIMETABLE</b>
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The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the fulfilment of the conditions of the Share Consolidation and is therefore for indicative purpose only. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

<b>Event</b>	<b>Expected time and date</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM .....	4:30 p.m. on Tuesday, 20 August 2019
Closure of the register of members for the entitlement to attend and vote at the EGM .....	Wednesday, 21 August 2019 to Monday, 26 August 2019 (both days inclusive)
Latest date and time for lodging the proxy forms for the EGM.....	10:00 a.m. on Saturday, 24 August 2019
Date and time of the EGM.....	10:00 a.m. on Monday, 26 August 2019
Publication of announcement of poll results of the EGM .....	Monday, 26 August 2019
 <b>The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation.</b> 	
Effective date of the Share Consolidation.....	Wednesday, 28 August 2019
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	9:00 a.m. on Wednesday, 28 August 2019
Dealing in the Consolidated Shares commences.....	9:00 a.m. on Wednesday, 28 August 2019
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m. on Wednesday, 28 August 2019
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Wednesday, 28 August 2019

## EXPECTED TIMETABLE

Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens .....	9:00 a.m. on Wednesday, 11 September 2019
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates) commences .....	9:00 a.m. on Wednesday, 11 September 2019
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares .....	9:00 a.m. on Wednesday, 11 September 2019
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes .....	4:00 p.m. on Wednesday, 2 October 2019
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends .....	4:00 p.m. on Wednesday, 2 October 2019
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares .....	4:00 p.m. on Wednesday, 2 October 2019
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	4:30 p.m. on Friday, 4 October 2019



**卡姆丹克太陽能系統集團有限公司**  
**Comtec Solar Systems Group Limited**

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

**(Stock Code: 712)**

*Executive Directors:*

Mr. John Yi Zhang (*Chairman*)  
Mr. Zhang Zhen  
Mr. Chau Kwok Keung

*Non-executive Director:*

Mr. Wang Yixin

*Independent non-executive Directors:*

Mr. Leung Ming Shu  
Mr. Kang Sun  
Mr. Xu Erming

*Registered office:*

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

*Principal Place of Business:*

Level 9 & 11  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

9 August 2019

*To the Shareholder(s)*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 5 July 2019 in respect of the proposed Share Consolidation. The purpose of this circular is to provide you with details of (i) the proposed Share Consolidation and (ii) the notice of the EGM to be convened and, if thought fit, approve, among other things, the Share Consolidation.

**PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every four issued and unissued Existing Shares with a par value of HK\$0.001 each will be consolidated into one Consolidated Share with a par value of HK\$0.004 each.

## LETTER FROM THE BOARD

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$7,600,000 divided into 7,600,000,000 Existing Shares with a par value of HK\$0.001 each, out of which 2,243,158,126 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming that the Company does not allot, issue or repurchase any Existing Shares from the date hereof until the effective date of the Share Consolidation, the authorised share capital of the Company shall become HK\$7,600,000 divided into 1,900,000,000 Consolidated Shares with a par value of HK\$0.004 each, of which 560,789,531 Consolidated Shares will be in issue.

### Status of the Consolidated Shares

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares which will not be allocated to the Shareholders who may otherwise be entitled to.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued (including the Consolidated Shares which may fall to be allotted and issued upon exercise of each of the existing share options and the conversion rights attaching to the convertible bonds) upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Consolidation.

The Share Consolidation will become effective on the second Business Day immediately following the fulfilment of the above conditions.

## LETTER FROM THE BOARD

### **Application for the listing of the Consolidated Shares**

An application has been made by the Company to the Listing Committee for granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued (including the Consolidated Shares which may fall to be allotted and issued upon exercise of each of the existing share options and the conversion rights attaching to the convertible bonds) upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Board lot size**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 2,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 2,000 Existing Shares to 10,000 Consolidated Shares conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.056 per Existing Share (equivalent to the theoretical closing price of HK\$0.224 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each board lot of the Existing Shares is HK\$112; (ii) the value of each board lot of 2,000 Consolidated Shares would be HK\$448; and (iii) the estimated value per board lot of 10,000 Consolidated Shares would be HK\$2,240 assuming that the change in board lot size had also been effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

## LETTER FROM THE BOARD

### OTHER ARRANGEMENTS

#### Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of existing share certificates held by such holder.

**Shareholders concerned about losing out any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant and/or other professional adviser and may wish to consider the possibility of buying or selling a sufficient number of Existing Shares to make up an entitlement to receive a whole number of Consolidated Shares.**

#### Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares as a result of the Share Consolidation, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Wednesday, 11 September 2019 to 4:00 p.m. on Wednesday, 2 October 2019 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

#### Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be Wednesday, 28 August 2019, being the second Business Day immediately following the fulfilment of the conditions set out in the section headed "Conditions of the Share Consolidation" of this circular, Shareholders may during the period from Wednesday, 28 August 2019 to Friday, 4 October 2019 (both days inclusive), submit their existing share certificates for the Existing Shares, which are in blue colour, to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (the "**Company's Branch Share Registrar**") at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong to exchange for new share certificates for the Consolidated Shares, which will be in pink colour, at the expense of the Company.

## LETTER FROM THE BOARD

It is expected that new share certificates for the Consolidated Shares will be available for collection within 10 Business Days from the date of submission for the exchange. Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such other amount as may from time to time be specified by the Stock Exchange) will be payable by the Shareholders to the Company's Branch Share Registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

After 4:30 p.m. on Friday, 4 October 2019, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **ADJUSTMENTS TO OTHER SECURITIES OF THE COMPANY**

#### **Convertible bonds**

As at the Latest Practicable Date, the Company has outstanding convertible bonds in the principal amount of US\$10,000,000 and the number of conversion shares which fall to be issued shall be calculated by the principal amount of the bonds being converted and the conversion price of HK\$0.174 per Existing Share on the relevant conversion date.

Under the terms and conditions of the convertible bonds, if and whenever there shall be an alteration to the nominal value of the Shares as a result of, among other things, consolidation, the conversion price of the convertible bonds shall be adjusted by multiplying the conversion price in force immediately before such alteration by the revised nominal amount and dividing the result by the former nominal amount. Such adjustment shall be effective on the date the Share Consolidation becomes effective. Based on the conversion price of HK\$0.174 per Existing Share and assuming the Share Consolidation has become effective, the conversion price will be adjusted to HK\$0.696 per Consolidated Share.

The Company will make further announcement about the adjustment to the outstanding convertible bonds upon the Share Consolidation having become effective in accordance with the terms and conditions of the convertible bonds as mentioned above in due course.

#### **Existing share options**

As at the Latest Practicable Date, there are outstanding share options entitling the holders thereof to subscribe for up to an aggregate of 279,220,000 Existing Shares.

## LETTER FROM THE BOARD

Under the conditions of the share option schemes of the Company in relation to the existing share options, in the event of any alteration in the capital structure of the Company while any share options granted remain exercisable, and such event arises from, among other things, consolidation of the Shares, the Board may, if it considers the same to be appropriate, direct that adjustments to be made to:

- (a) the maximum number of Shares subject to the share options schemes of the Company; and/or
- (b) the aggregate number of Shares subject to the options so far as unexercised; and/or
- (c) the subscription price of each outstanding option.

Where the Board determines that such adjustments are appropriate, the Auditors appointed by the Company shall certify in writing to the Board that any such adjustments are in their opinion fair and reasonable, provided that:

- (a) any such adjustments shall be made on the basis that the aggregate subscription price payable by the grantee on the full exercise of any option shall remain as nearly as practicable the same as (but shall not be greater than) as it was before such event;
- (b) no such adjustments shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
- (c) any such adjustments shall be made in accordance with the provisions as stipulated under Chapter 17 of the Listing Rules and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time; and
- (d) the issue of securities as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustments.

The Company will make further announcement about the adjustment to the existing share options upon the Share Consolidation having become effective after appointing the Auditors in accordance with the conditions of the share option schemes of the Company as mentioned above in due course.

Save for the aforesaid, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### **Joy Boy Consideration Shares**

As at the Latest Practicable Date, there is a maximum of 86,551,078 Joy Boy Consideration Shares which may be allotted and issued by the Company pursuant to the relevant sale and purchase agreement, subject to satisfaction of certain conditions.

## LETTER FROM THE BOARD

The Share Consolidation may cause adjustments to the issue prices of these Joy Boy Consideration Shares. The Directors will determine if any adjustments should be made in respect of the above as a result of the Share Consolidation. The Company will make further announcements(s) in this regard as and when appropriate.

### **Forum Asia Consideration Shares**

As at the Latest Practicable Date, there is a maximum of 166,159,226 Forum Asia Consideration Shares which may be allotted and issued by the Company pursuant to the relevant sale and purchase agreement, subject to satisfaction of certain conditions.

The Share Consolidation may cause adjustments to the issue prices of these Forum Asia Consideration Shares. The Directors will determine if any adjustments should be made in respect of the above as a result of the Share Consolidation. The Company will make further announcements(s) in this regard as and when appropriate.

### **REASONS FOR THE SHARE CONSOLIDATION**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 28 June 2019 has further stated that (i) any trading price less than HK\$0.10 will be considered as approaching the extremities of HK\$0.01 as referred to under Rule 13.64 of the Listing Rules and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

In view of the prevailing trading price of the Existing Shares which is approaching the abovementioned threshold of extremities and the value per board lot being less than HK\$2,000, the Board proposes to implement the Share Consolidation. The proposed Share Consolidation will increase the nominal value of the Shares and reduce the number of Shares currently in issue. It is expected to bring about a corresponding upward adjustment in the trading price per Consolidated Shares on the Stock Exchange and increase the trading value of each board lot. The Board believes that the higher trading price of the Consolidated Shares will enhance the Company’s corporate image and therefore attract investors to invest in the Company which is beneficial to both the Company and the Shareholders.

Save for the relevant expenses, including but not limited to professional fees and printing charge to be incurred by the Company, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests or rights of the Shareholders.

Given the foregoing, the Company considers that the proposed Share Consolidation is justifiable in light of the potential costs and to maintain compliance with the Listing Rules. Accordingly, the Directors consider that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

## **LETTER FROM THE BOARD**

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

### **WARNING**

Shareholders should take note that the Share Consolidation is conditional upon satisfaction of conditions set out in the paragraph headed “Conditions of the Share Consolidation” above. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

### **EGM**

Set out on pages 14 to 15 of this circular is a notice convening the EGM to be held at 5/F, BOC Group Life Assurance Tower, 136 Des Voeux Road Central, Hong Kong on Monday, 26 August 2019 at 10:00 a.m. at which relevant resolutions will be proposed to the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation. To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, no Shareholder is interested in the Share Consolidation and will be required to abstain from voting on the resolution to approve the Share Consolidation at the EGM. Approval of the Shareholders by way of poll is proposed to be sought at the EGM in respect of the Share Consolidation.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend and/or vote at the extraordinary general meeting of the Company in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting of the Company or any adjournment thereof (as the case may be) should you so wish.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 21 August 2019 to Monday, 26 August 2019 (both days inclusive) during which period no transfer of Shares will be registered. In order to be qualified to attend and vote at the EGM, all properly completed transfer documents

## LETTER FROM THE BOARD

accompanied by the relevant Share certificates must be lodged with the Company's Branch Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 August 2019.

### 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.

### RECOMMENDATION

The Directors consider that the Share Consolidation is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote in favour of the proposed ordinary resolution in relation to the Share Consolidation as set out in the notice of the EGM.

Yours faithfully,  
By order of the Board  
**Comtec Solar Systems Group Limited**  
**John Yi ZHANG**  
*Chairman*

# NOTICE OF THE EXTRAORDINARY GENERAL MEETING



## 卡姆丹克太陽能系統集團有限公司 Comtec Solar Systems Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 712)

### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of the shareholders (the “Shareholders”) of Comtec Solar Systems Group Limited (the “Company”) will be held at 5/F, BOC Group Life Assurance Tower, 136 Des Voeux Road Central, Hong Kong on Monday, 26 August 2019 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among others, the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited the listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective:

- (a) with effect from the second business day immediately following the date on which this resolution is passed or the fulfilment of the conditions set out in the section headed “Conditions of the Share Consolidation” in this circular (whichever is later), every four issued and unissued ordinary shares of a par value of HK\$0.001 each in the share capital of the Company be consolidated into one consolidated share of a par value of HK\$0.004 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum of association and articles of association of the Company;
- (b) all fractional Consolidated Shares will be disregarded and not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company in such manner on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (c) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents, including under common seal of the Company or otherwise as may be considered necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

By order of the Board  
**Comtec Solar Systems Group Limited**  
**John Yi ZHANG**  
*Chairman*

Shanghai, the People’s Republic of China, 9 August 2019

*Notes:*

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with (if required by the board of Directors) the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment of the meeting and, in such event, the form of proxy shall be deemed to be revoked.