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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)

DISCLOSEABLE TRANSACTION
COMPLETION OF ACQUISITION OF SHARES IN
FUTURE ENERGY CAPITAL GROUP LIMITED

ACQUISITION OF SHARES

The Board is pleased to announce that on 20 October 2020, the Seller and the Purchaser completed the Transaction, pursuant to which the Purchaser acquired the Sale Shares (representing 50% of the total issued shares of the Target Company) from the Seller at a total consideration of US\$1,833,000.

LISTING RULES IMPLICATIONS

As certain applicable percentage ratios (as defined under the Listing Rules) in respect of the Transaction exceeds 5% but all are less than 25% under Rule 14.07 of the Listing Rules, the Transaction constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board announces that on 20 October 2020, the Seller and the Purchaser completed the Transaction, pursuant to which the Purchaser acquired the Sale Shares from the Seller at a total consideration of US\$1,833,000. Save for the share transfer form duly executed by the Seller and the Purchaser to the effect of completion of the Transaction, no sale and purchase agreement has been entered into in relation to the Transaction. A summary of the main information of the Transaction is set out below.

DETAILS OF THE TRANSACTION

Completion Date: 20 October 2020

Parties: (1) Macquarie Corporate Holdings Pty Limited (as the Seller)

(2) Comtec Renewable Energy Group Limited (as the Purchaser)

Subject Matter: The Sale Shares, representing 50% of the total then issued shares of the Target Company as at both (1) the date of completion of the Transaction and (2) the date of this announcement.

Consideration: The total consideration of the Sale Shares having been paid by the Purchaser to the Seller is US\$1,833,000.

Completion: Completion took place on 20 October 2020 pursuant to the share transfer form of even date duly executed by the Seller and the Purchaser.

Basis of the Consideration

The consideration for the Transaction was determined between the Seller and the Purchaser after arm's length negotiations and on normal commercial terms after taking into account, among others, the historical financial performance, business development and future prospects and the net asset value of the Target Group and the reasons and benefits set out in the section headed "Reasons for and benefits of the Transaction" in this announcement.

The net asset value of the Target Group as at 31 December 2019 and 31 October 2020 were approximately RMB 28,815,445.00 and RMB 31,177,647.00 respectively (equivalent to approximately HK\$34,648,253.39 and HK\$ 37,488,207.00 respectively). Accordingly, the net asset value of the Sale Shares as at 31 December 2019 and 31 October 2020 were approximately RMB 14,407,722.50 and RMB 15,588,823.50 respectively (equivalent to approximately HK\$ 17,321,171.44 and HK\$ 18,741,108.07 respectively). The consideration of the Transaction was US\$ 1,833,000.00 (equivalent to approximately HK\$ 14,212,680.92). Thus, the consideration represents a discount of approximately 18% of the net asset value of the Sale Shares as at 31 December 2019 and 24% of the net asset value of the Sale Shares as at 31 October 2020.

On the basis of the above factors, the Directors consider that the consideration is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Group is principally engaged in, among others, the development and operation of the solar photovoltaic power stations. Considering the financial performance of the Target Group in recent years and the prosperous development in the industry of solar power energy in the future, the Board proposed to pour more resources into the business of the Target Group. Therefore, the Transaction enabled the Group to have greater control over the Target Group to expand the Group's business in solar project development, and in subsequence maximise the returns to the Shareholders. Accordingly, the Board considers that the Transaction is fair and reasonable and in the interests of the Shareholders as a whole.

EFFECT OF THE TRANSACTION

Prior to completion of the Transaction, the Target Company was owned by the Purchaser and the Seller as to four shares thereof respectively, therefore each of the Purchaser and the Seller

held 50% of the then total issued shares of the Target Company as at both (1) the date of completion of the Transaction and (2) the date of this announcement.

Following completion of the Transaction, the Purchaser owned eight shares of the Target Company, representing 100% the then total issued shares of the Target Company as at both (1) the date of completion of the Transaction and (2) the date of this announcement, therefore the Target Company became as an indirect wholly-owned subsidiary of the Company. As at the date of this announcement, the Target Company is indirectly wholly owned by the Company.

LISTING RULES IMPLICATIONS

As certain applicable percentage ratios (as defined under the Listing Rules) in respect of the Transaction exceeds 5% but all are less than 25% under Rule 14.07 of the Listing Rules, the completion of the Transaction constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

INFORMATION ABOUT THE SELLER

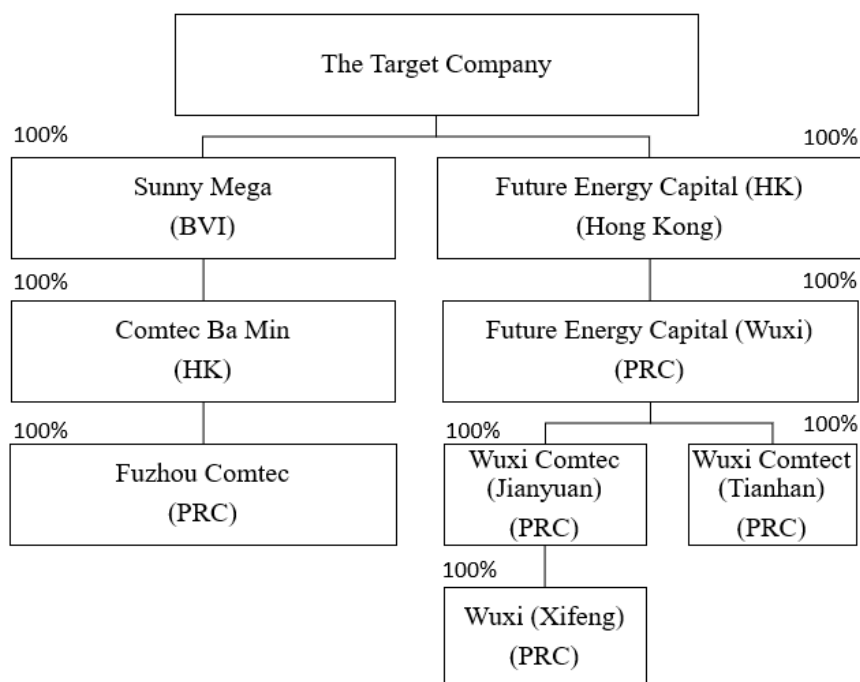
The Seller is a subsidiary of Macquarie Group. Macquarie Group is a global diversified financial group. It acts primarily as an investment intermediary for institutional, corporate and retail clients and counterparties around the world. The Seller is the holding company of the business group, the corporate advisory, capital markets and principal investing arm of the Macquarie Group. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Seller and its ultimate beneficial owner(s) are third parties independent of the Group and the Connected Persons of the Company.

INFORMATION ABOUT THE TARGET GROUP

The Target Company is a co-investment vehicle established by the Seller and the Purchaser and is principally engaged in the development of solar energy power stations in PRC.

The Target Group is principally engaged in solar energy business in South of China. The Target Group comprises the Target Company and eight subsidiaries of the Target Company incorporated in the British Virgin Islands, Hong Kong, Fuzhou (PRC) and Wuxi (PRC), respectively.

Set out below is the shareholding structure of the Target Group as at both the date of completion of the Transaction and the date of this announcement:



Set out below is the revenue, profit before tax and profit after tax of the combined unaudited financial information of the Target Group for the two years ended 31 December 2019 and 31 December 2018 respectively, and the ten months ended 31 October 2020:

	For the ten months ended 31/10/2020 (unaudited) (RMB)	For the year ended 31/12/2019 (unaudited) (RMB)	For the year ended 31/12/2018 (unaudited) (RMB)
Revenue	1,878,198.26	4,130,646.97	1,564,459.00
Profit before tax	283,358.61	1,586,739.55	2,678,280.00
Profit after tax <i>(Note)</i>	279,611.53	1,586,739.55	2,678,280.00

Note: due to relevant deduction and exemption of taxation policy in PRC, the Target Group has not paid any tax during the two years ended 31 December 2018 and 31 December 2019 respectively.

As at 31 December 2018, 31 December 2019 and 31 October 2020, the unaudited net asset value of the Target Company was approximately RMB40,378.705.00, RMB28,815,445.00 and RMB31,177,647.00 respectively.

INFORMATION OF THE GROUP

The Group is principally engaged in the research, production and sales of efficient monocrystalline products and the investment, development, construction and operation of the solar photovoltaic power stations.

INFORMATION OF THE PURCHASER

The Purchaser is a wholly-owned subsidiary of the Group which is mainly engaged in the downstream solar business.

DEFINITIONS

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

“Board”	the board of the Directors
“Company”	Comtec Solar Systems Group Limited (卡姆丹克太陽能系統集團有限公司), a company incorporated in the Cayman Islands whose shares are listed on the Stock Exchange (stock code: 712)
“Comtec Ba Min”	Comtec Ba Min Electricity (China) Limited, a company incorporated in Hong Kong principally engaged in investment holding business and an indirect wholly-owned subsidiary of the Target Company
“Connected Person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the directors of the Company
“Future Energy Capital (HK)”	Future Energy Capital (HK) Limited, a company incorporated in Hong Kong, principally engaged in investment, development and operation of downstream solar projects business and a direct wholly-owned subsidiary of the Target Company
“Future Energy Capital (Wuxi)”	Future Energy Capital (Wuxi) Co., Ltd* (福策能源投資(無錫)有限公司), a company incorporated in PRC, principally engaged in new energy projects investment and solar power plant development business and an indirect wholly-owned subsidiary of the Target Company
“Fuzhou Comtec”	Fuzhou Comtec Solar Electricity Co., Ltd.* (福州卡姆丹克太陽能電力有限公責任公司), a company incorporated in PRC, principally engaged in solar photovoltaic power generation business and an indirect wholly-owned subsidiary of the Target Company

“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Macquarie Group”	Macquarie Group Limited, a company listed on the Australian Securities Exchange (ASX: MQG; ADR: MQBKY)
“PRC”	the People's Republic of China
“Purchaser”	Comtec Renewable Energy Group Limited, a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of PRC
“Sale Shares”	four shares in the Target Company, representing 50% of the total issued shares of the Target Company as at both (1) the date of completion of the Transaction and (2) the date of this announcement
“Seller”	Macquarie Corporate Holdings Pty Limited
“Shareholders”	holder(s) of the share(s) of the Company from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunny Mega”	Sunny Mega Limited, a company incorporated in the British Virgin Islands, principally engaged in investment holding business and a direct wholly-owned subsidiary of the Target Company
“Target Company”	Future Energy Capital Group Limited, a company incorporated in the British Virgin Islands
“Target Group”	the Target Company and its subsidiaries

“Transaction”	the sale and purchase of the Sale Shares
“US\$”	US dollars, the lawful currency of the United States
“Wuxi Comtec (Jianyuan)”	Wuxi Comtec Jianyuan PV Co., Ltd* (無錫卡姆丹克建元光伏有限公司), a company duly incorporated in PRC, principally engaged in solar silicon wafers and photovoltaic power plants business and an indirect wholly-owned subsidiary of the Target Company
“Wuxi Comtec (Tianhan)”	Wuxi Comtec Tianhan PV Co., Ltd* (無錫卡姆丹克天漢光伏有限公司), a company duly incorporated in PRC, principally engaged in solar silicon wafers and photovoltaic power plants business and an indirect wholly-owned subsidiary of the Target Company
“Wuxi (Xifeng)”	Wuxi Xifeng Guangfu Co., Ltd* (無錫熙豐光伏有限公司), a company duly incorporated in PRC, principally engaged in photovoltaic equipments and components and solar power technology business and an indirect wholly-owned subsidiary of the Target Company
“%”	per cent

** For reference purpose only, the English names of these companies, persons or documents are only a translation of their respective Chinese names. In the event of any discrepancies between the Chinese names and their respective English translations, the Chinese version shall prevail.*

By Order of the Board
Comtec Solar Systems Group
Limited
John Yi Zhang
Chairman

Shanghai, the PRC, 1 March 2021

As at the date of this announcement, the executive Director is Mr. John Yi Zhang, the non-executive Directors are Mr. Dai Ji and Mr. Qiao Fenglin, and the independent non-executive Directors are Mr. Kang Sun, Mr. Ma Teng and Mr. Li Shu Pai.