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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 **Comtec Solar Systems Group Limited**, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker 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 GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF DIRECTORS, ELECTION OF DIRECTOR, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

A Notice convening the Annual General Meeting of Comtec Solar Systems Group Limited to be held at Room 302, 3/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong at 4:00 p.m. on Wednesday, 30 June 2021 is set out on pages 18 to 23 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong share registrar, 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 later than 48 hours before the commencement of 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 meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see pages i and ii of this circular for the precautionary measures to be implemented at the Annual General Meeting to ensure the safety of the Annual General Meeting attendees and to prevent the spreading of the novel coronavirus 2019 ("COVID-19") pandemic, which include without limitation:

1. mandatory wearing of surgical face masks (no mask will be provided at the venue of the Annual General Meeting);
2. compulsory body temperature screening;
3. mandatory submission of health declaration and personal information form, which may be used for contact tracing, if required;
4. maintaining appropriate distancing and spacing between seats and in doing so, the Company may limit the number of the Annual General Meeting attendees as may be necessary to avoid over-crowding; and
5. no distribution of corporate gifts and/or refreshments at the Annual General Meeting.

Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Government or has close contact with any person under quarantine; or (c) has a fever or any flu-like symptoms or is otherwise unwell will be denied entry into or be required to leave the venue of the Annual General Meeting at the absolute discretion of the Company to such extent permitted under law.

Shareholders are encouraged to appoint the chairman of the Annual General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Annual General Meeting in person.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing novel coronavirus (“**COVID-19**”) pandemic, to safeguard the health and safety of the Shareholders who will be attending the Annual General Meeting in person, the Company will implement any or all of the following precautionary measures at the Annual General Meeting:

LIMITING ATTENDANCE IN PERSON AT THE VENUE OF ANNUAL GENERAL MEETING

The government of Hong Kong has recently announced the relaxation of certain restrictions on group gatherings which took effect on 29 April 2021. In particular, the specified business meeting exemption (which applies to annual general meetings) under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G of the Laws of Hong Kong) (the “**Regulation**”) has been further relaxed to permit group gatherings of up to 50 persons in each room or partitioned area (for indoor places) or 100 persons in each partitioned area (for outdoor places), provided that (among other conditions) all participants aged 16 or above have been administered with at least one dose of a COVID-19 vaccine.

Pursuant to the Regulation, if not all persons aged 16 or above participating in the specified business meeting have received at least one dose of a COVID-19 vaccine, the pre-existing capacity limit for such meeting will continue to apply, which, group gatherings of more than twenty (20) persons for a shareholders’ meeting are required to be accommodated in separate partitioned rooms or areas of not more than twenty (20) persons each (the “**Requirement**”).

The Company will limit attendance in person at the venue of the Annual General Meeting in compliance with the Requirement prevailing at the time of the Annual General Meeting. Given the limited capacity of the venue of the Annual General Meeting and the requirements for social distancing to ensure the attendees’ safety, only Shareholders and/or their representatives and the relevant Annual General Meeting staff will be admitted to the Annual General Meeting on a first-come-first-serve basis. Admission to the venue of the Annual General Meeting will not be granted in excess of the capacity of the venue of the Annual General Meeting.

HEALTH AND SAFETY MEASURES AT THE ANNUAL GENERAL MEETING

The following measures will also be implemented at the Annual General Meeting:

1. Every attendee of the Annual General Meeting will be required to wear a surgical face mask throughout the Annual General Meeting within the venue of the Annual General Meeting. Please note that no face masks will be provided at the venue of the Annual General Meeting and attendees should bring and wear their own face masks;
2. Mandatory body temperature screening will be conducted on every attendee at the entrance of the venue of the Annual General Meeting. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the venue of the Annual General Meeting;
3. All attendees of the Annual General Meeting are required to complete a health declaration and personal information form (which may be used for contact tracing, if required) and submit the same at the entrance of the venue of the Annual General Meeting before admission into the venue of the Annual General Meeting;

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

4. Seating at the venue of the Annual General Meeting will be arranged so as to allow for appropriate social distancing and spacing between seats and comply with the relevant Requirement;
5. No corporate gifts and/or refreshments will be distributed at the Annual General Meeting; and
6. Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Hong Kong government or has close contact with any person under quarantine; or (c) has a fever or any flu-like symptoms or is otherwise unwell will be denied entry into or be required to leave the venue of the Annual General Meeting at the absolute discretion of the Company to such extent permitted under law, to ensure the safety of the attendees at the Annual General Meeting.

Shareholders are requested (a) to consider carefully the risk of attending the Annual General Meeting, which will be held in an enclosed environment, (b) to follow any prevailing requirements or guidelines of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the Annual General Meeting; and (c) not to attend the Annual General Meeting if they have contacted or are suspected to have contacted COVID-19 or have been in close contact with anybody who has contacted or is suspected to have contacted COVID-19.

The Company will closely monitor the development of the COVID-19 pandemic and ensure that the Annual General Meeting will be conducted in compliance with the laws, regulations and measures introduced by the Hong Kong government from time to time. The Company may implement further changes and precautionary measures where necessary, and may issue further announcement on such measures as and when appropriate.

Shareholders are strongly encouraged to appoint the chairman of the Annual General Meeting as their proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

If Shareholders have any questions relating to the Annual General Meeting, please contact the hotline of the Company's share registrar, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Telephone hotline: +852 2862 8555 (during business hours from 9:00 a.m. to 6:00 p.m.
Hong Kong time, Mondays to Fridays; excluding public holidays)
Website: <https://www.computershare.com/hk/contact>

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DEFINITIONS

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

“2020 Annual Report”	the annual report of the Company for the financial year ended 31 December 2020 despatched to the Shareholders on 30 April 2021
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 302, 3/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong at 4:00 p.m. on Wednesday, 30 June 2021 or any adjournment thereof
“Articles”	the articles of association of the Company adopted on 2 October 2009 and as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy back the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Comtec Solar Systems Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 712)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares bought back under the Buy-back Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	26 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the Annual General Meeting as set out on pages 18 to 23 of this circular
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“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\$0.004 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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*)

Non-executive Director:

Mr. Dai Ji

Mr. Qiao Fenglin

Independent non-executive Directors:

Mr. Ma Teng

Mr. Jiang Qiang

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Level 9 & 11

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

To the Shareholders,

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
ELECTION OF DIRECTOR
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding, amongst other things, the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate (collectively the “Mandates”) the re-election of the retiring Directors, the election of Director and re-appointment of auditor and to seek your approval of the resolutions to these matters at the Annual General Meeting.

LETTER FROM THE BOARD

ISSUE MANDATE

Pursuant to the ordinary resolution of the Shareholders passed on 29 May 2020, a general mandate was granted to the Directors to allot, issue and deal with new Shares of the Company not exceeding 20% of its number of issued Shares. Such mandate, to the extent not utilised by the date of the Annual General Meeting will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting. As at the Latest Practicable Date, a total of 778,288,502 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 155,657,700 Shares.

BUY-BACK MANDATE

Pursuant to the ordinary resolution of the Shareholders passed on 29 May 2020, a general mandate was granted to the Directors to buy back Shares not exceeding 10% of its number of issued Shares. Such mandate, to the extent not utilised by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed to grant at the Annual General Meeting to the Directors a general and unconditional mandate to exercise all powers of the Company to buy back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 77,828,850 Shares.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Buy-back Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out pursuant to Rule 10.06(1)(b) of the Listing Rules in Appendix I to this circular.

EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate nominal value of Shares bought back under the Buy-back Mandate.

The Buy-back Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders of the Company in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS AND ELECTION OF DIRECTOR

According to Article 84 of the Articles, at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

As such, Mr. John Yi Zhang, Mr. Dai Ji and Mr. Jiang Qiang will retire. Each of them, being eligible, will offer themselves for re-election.

To fill the vacancy, the Board proposes to appoint Dr. Yan Ka Shing as an independent non-executive Director. The Nomination Committee has made recommendation to the Board on the proposed appointment of Dr. Yan Ka Shing after having reviewed the Board's composition with reference to the Board Diversity Policy and taking into account a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. An ordinary resolution will be proposed at the Annual General Meeting to approve the appointment of Dr. Yan Ka Shing as an independent non-executive Director which will take effect upon conclusion at the Annual General Meeting.

Their biographical details and relevant information are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

Each of the independent non-executive Directors of the Company, has confirmed independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company (the "**Nomination Committee**") is also responsible for, inter alia, assessing the independence of independent non-executive Directors. The Nomination Committee assessed and reviewed the individual independent non-executive Director's annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors remained independent.

The Nomination Committee has reviewed the biographical details of Mr. John Yi Zhang, Mr. Dai Ji, Mr. Jiang Qiang and Dr. Yan Ka Shing and their meeting of nomination criteria (including but not limited to, character, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company, and has taken the view that Mr. John Yi Zhang, Mr. Dai Ji and Mr. Jiang Qiang have been contributing to the Group effectively and are committed to their role as Directors.

The Board has accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Mr. John Yi Zhang, Mr. Dai Ji, Mr. Jiang Qiang and to elect Dr. Yan Ka Shing as Directors at the Annual General Meeting. Each of them abstained from voting at the Board meeting regarding their nomination. The Board considers that the re-election of Mr. John Yi Zhang, Mr. Dai Ji, Mr. Jiang Qiang and the election of Dr. Yan Ka Shing as Directors is in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the re-election and election at the Annual General Meeting.

LETTER FROM THE BOARD

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Article 85 of the Articles provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

For the purpose of the Articles:

- (i) “Member” means a duly registered holder from time to time of the shares in the capital of the Company;
- (ii) “Notice” means written notice unless otherwise specifically stated and as further defined in the Articles of Association; and
- (iii) “Registration Office” means, in respect of any class of share capital, such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served on the secretary of the Company, namely (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice signed by the nominated candidate of the candidate’s willingness to be appointed together with (A) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below heading “Required information of the candidate(s) nominated by Shareholders”, and (B) the candidate’s written consent to the publication of his/her personal data.

Required information of the candidate(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and its subsidiaries (if any);

LETTER FROM THE BOARD

- (c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in shares of HK\$0.004 each of the Company within the meaning of Part XV of the SFO, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution at the general meeting.

PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY

Prism CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Prism CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. Prism CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 66 of the Articles.

An announcement will be made by the Company following the conclusion of the Annual General Meeting to inform Shareholders of the poll results of the Annual General Meeting.

LETTER FROM THE BOARD

THE ANNUAL GENERAL MEETING

The notice of the Annual General Meeting convening the Annual General Meeting to be held at Room 302, 3/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong at 4:00 p.m. on Wednesday, 30 June 2021 is set out on pages 18 to 23 of this circular. The 2020 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2020 and the reports of the Directors and the auditors of the Company thereon has been despatched to the Shareholders.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong share registrar, 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 later than 48 hours before the commencement of the Annual General 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 Annual General Meeting or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate, the re-election of Directors, the election of Director and the re-appointment of the auditor of the Company named above are beneficial to the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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

CLOSURE OF TRANSFER BOOKS AND REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Friday, 25 June 2021 to Wednesday, 30 June 2021, both days inclusive, for the purpose of determining Shareholders' entitlements to attend and vote at the Annual General Meeting. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 24 June 2021.

Yours faithfully,
For and on behalf of the Board of
Comtec Solar Systems Group Limited
John Yi Zhang
Chairman

Shanghai, the People's Republic of China, 26 May 2021

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of Shareholders, either by way of a general buy-back mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 778,288,502 Shares in issue.

Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 77,828,850 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) revoked or varied by an ordinary resolution of the Shareholders of the Company in a general meeting.

3. REASONS FOR THE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

In buying back the Shares, the Company may only apply funds legally available for the purpose in accordance with the Articles and the Companies Law.

Taking into account the current working capital position of the Company, the Directors consider that, if the Buy-back Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with the position disclosed in the 2020 Annual Report). However, the Directors do not intend to make any buy-backs to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2020	0.117	0.096
May 2020	0.117	0.096
June 2020	0.132	0.099
July 2020	0.137	0.101
August 2020	0.117	0.102
September 2020	0.109	0.087
October 2020	0.145	0.097
November 2020	0.425	0.112
December 2020	0.420	0.260
January 2021	1.090	0.310
February 2021	0.880	0.530
March 2021	0.630	0.310
April 2021	0.610	0.285
May 2021 (up to the Latest Practicable Date)	0.560	0.425

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to buy back Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

To the best knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, substantial Shareholders having interests in 10% or more in the issued share capital of the Company are as follows:

Name of Shareholders	Nature of interest	Number of Shares interested	Approximate percentage of interest in the issued share capital of the Company
Mr. John Yi Zhang ^(note 1)	Beneficiary of a trust, interest in a controlled corporation, interest of spouse and founder of a trust	151,570,887	19.47%
Fonty Holdings Limited ("Fonty")	Beneficial owner	139,613,461	17.94%
Ms. Carrie Wang ^(note 2)	Spousal interest	151,570,887	19.47%
Mr. Sun Da	Beneficial owner	104,885,179	14.31%

Notes:

- (1) Mr. John Yi Zhang legally and beneficially owns the entire issued share capital of Fonty, which beneficially owns 139,613,461 Shares. Mr. John Yi Zhang is therefore deemed to be interested in all the Shares held by Fonty. For the purpose of the SFO, Mr. Zhang is also deemed to be interested in 11,957,426 Shares owned by Zhang Trusts For Descendants as the founder of the trust.
- (2) Ms. Carrie Wang is the spouse of Mr. John Yi Zhang, therefore, pursuant to the SFO, she is deemed to be interested in all the Shares in which Mr. John Yi Zhang is interested.

As at the Latest Practicable Date, to the best knowledge of the Directors, Mr. John Yi Zhang and Fonty control the exercise of approximately 19.47% voting rights in the general meeting of the Company.

In the event that the Directors should exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Mandate, assuming that there is no change in the number of Shares held by Mr. John Yi Zhang and there is no other change to the issued share capital of the Company, the voting right of Mr. John Yi Zhang and Fonty in the Company would increase to approximately 21.64% of the issued share capital of the Company. Such exercise of the Buy-back Mandate in full to buy-back the Shares will not trigger an obligation on the part of Mr. John Yi Zhang and Fonty to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Buy-back Mandate to such an extent as will not trigger such obligation under the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchases made under the Buy-back Mandate. In addition, in exercising the Buy-back Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules.

The Directors will not exercise the Buy-back Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

8. GENERAL

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates has any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and the regulations set out in the Articles of the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Buy-back Mandate is granted.

APPENDIX II**BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR
RE-ELECTION AND THE ELECTION AT THE ANNUAL GENERAL MEETING**

The details of the Directors eligible and offering themselves for re-election and election at the Annual General Meeting are set out below:

Mr. John Yi Zhang, (“**Mr. Zhang**”), aged 58, is an executive Director and the chairman of the Board of the Company, responsible for the overall strategy and operation of our Group. Mr. Zhang is also a director of certain subsidiaries of the Group. Mr. Zhang has accumulated over ten years of experience in the semiconductor and solar energy industries from both his founding and development of the Group and his prior professional experience. Prior to founding the Group, Mr. Zhang joined Silicon Systems Inc. which was a semiconductor technology company in California, U.S., in 1992 as an engineer and was responsible for developing and designing communication firmware used in silicon chips. Mr. Zhang graduated from 清華大學 (Tsinghua University) in July 1985 with a Bachelor’s degree in Electrical Engineering and from Utah State University with a Master’s degree in Electrical Engineering in August 1988.

Save as disclosed above, up to the Latest Practicable Date, Mr. Zhang (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

A service contract has been entered into between the Company and Mr. Zhang for an initial fixed term of two years commencing from 30 October 2009, automatically renewable for a term of two years subject to the retirement by rotation and re-election in accordance with the the Articles and the Listing Rules. The current Director’s fee payable to Mr. Zhang is RMB616,000 per year, and may, subject to the discretion of the Directors, be reviewed. Mr. Zhang, as an executive director of the Company, is also entitled to a discretionary bonus, provided that the aggregate amount of the bonuses payable to all executive directors of the Company in respect of any financial year may not exceed 5% of the Company’s audited consolidated or combined net profit (after taxation and payment of such bonuses) in respect of that financial year. The remuneration package of Mr. Zhang is determined by reference to his duty, experience, workload and time devoted to the Group.

As at the Latest Practicable Date, Mr. Zhang was interested in 151,570,887 Shares of the Company within the meaning of Part XV of the SFO, which included 139,613,461 Shares beneficially owned by Fonty Holdings Limited and 11,957,426 Shares which are beneficially owned by Zhang Trusts For Descendants, of which Mr. Zhang is as the founder of the trust.

Save as disclosed, as at the Latest Practicable Date, Mr. Zhang had no interest in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Mr. Zhang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules in relation to his re-election.

Mr. Dai Ji, (“**Mr. Dai**”), aged 42, is a non-executive Director and the vice chairman of the Board of the Company. Mr. Dai is primarily engaged in investing in a portfolio of companies in the biomedical technologies and big data industries in the People’s Republic of China (the “PRC”). Mr. Dai has over eight years of managerial experience in financial industry. Mr. Dai joined Minsheng Financial Leasing Co., Ltd.* (民生金融租賃股份有限公司) (“MSFL”), a company primarily engaged in provision of financial leasing services, at the time when it was founded in 2008 in the PRC. Since joining MSFL in 2008, Mr. Dai had assumed various roles including but not limited to its director and vice president and was primarily responsible for its operations and capital financing until July 2017 when he departed from MSFL. Mr. Dai received his bachelor’s degree in finance and master of business administration degree from the Hawaii Pacific University in 2002 and 2004, respectively. Mr. Dai holds the certificate of senior banking management personnel in the PRC and the certificate of professional senior management of private equity fund in the PRC.

Save as disclosed above, up to the Latest Practicable Date, Mr. Dai (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Mr. Dai has entered into a service contract with the Company for an initial term of two years commencing from 23 September 2019, automatically renewable for a term of two years subject to the retirement by rotation and re-election in accordance with the Articles and the Listing Rules. The current Director’s fee payable to Mr. Dai is RMB200,000 per year. The remuneration package of Mr. Dai Ji is determined by reference to his duty, experience, workload and time devoted to the Group.

As at the Latest Practicable Date, Mr. Dai is deemed to be interested in 67,500,000 Shares within the meaning of Part XV of the SFO. Save as disclosed, as at the Latest Practicable Date, Mr. Dai had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

Mr. Dai has confirmed that there are no other matters that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules in relation to his re-election.

Mr. Jiang Qiang, (“**Mr. Jiang**”) aged 48, is an independent non-executive Director, the chairman of each of the audit committee of the Company and the remuneration committee of the Company (the “**Remuneration Committee**”), and a member of each of the nomination committee of the Company and the corporate governance committee of the Company with effect from 12 March 2021. He has over 18 years of experience in auditing, corporate finance and financial management. Mr. Jiang graduated from Harbin Institute of Technology with a Bachelor Degree in Business Administration, and obtained his Master Degree in International Finance Management from the Dongbei University of Finance and Economics. From June 2002 to March 2012, Mr. Jiang has been serving as the deputy manager and chief financial officer of Shandong Weigao Group Medical Polymer Company Limited*, a company listed on the Stock Exchange (stock code: 1066), being responsible for overall management in finance, strategy plan and investment of the group. Thereafter, during the period from March 2012 to March 2015, Mr. Jiang had also been the chief operation officer, director and the chairman of strategic committee of Biosensors International Group Ltd., a company listed on the Singapore Exchange Limited (SGX: B20). Also, since 2015 to present, Mr. Jiang has been serving as the chairman of the board of Ming Yi Zhong He Technology (Beijing) Limited* (明醫眾禾科技(北京)有限責任公司) and Qingdao Yi Sheng Jian Medical Management Limited* (青島頤生健醫療管理有限公司). The Board is of the view that above working experiences enable Mr. Jiang to possess sufficient experience in internal controls, preparing or auditing comparable financial statements, and reviewing or analysing audited financial statements of public companies as required under Rule 3.10(2) of the Listing Rules.

Save as disclosed above, up to the Latest Practicable Date, Mr. Jiang (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

By a letter of appointment entered into between the Company and Mr. Jiang, for a term of three years with effect from 12 March 2021, Mr. Jiang will hold office until the first general meeting after his appointment and be subject to re-election at such meeting and will be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Articles and the Listing Rules. Mr. Jiang is entitled to an annual remuneration of RMB\$200,000, which is determined by the Remuneration Committee and the Board with reference to duties and responsibilities in the Company, the prevailing market rate for candidates with comparable qualifications and the current remuneration package for other independent non-executive Directors, and shall be reviewed by the Remuneration Committee from time to time.

Mr. Jiang does not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interests in the shares or underlying shares of the Company or any of its associated corporations (within the meaning under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). Mr. Jiang has further confirmed that he meets the independence criteria as set out under Rule 3.13 of the Listing Rules.

Mr. Jiang has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to any of the requirement of Rules 13.51(h) to (v) of the Listing Rules in relation to his re-election.

Dr. Yan Ka Shing (“Dr. Yan”), aged 35, will be appointed as an independent non-executive Director of the Company with effect from the conclusion of the Annual General Meeting subject to the approval of the Shareholders in the forth coming Annual General Meeting by ordinary resolution.

Dr. Yan has nearly 10 years of experience in the medical industry and has been employed by the Hospital Authority since July 2011. He completed his housemanship in the Hospital Authority from July 2011 to June 2012. He then became a registered doctor and has served as a medical officer in various hospitals managed by the Hospital Authority in Hong Kong, since July 2012.

Dr. Yan obtained his Bachelor of Medicine and Bachelor of Surgery (MBBS) degree from the University of Hong Kong in November 2011, the Membership of the Royal Colleges of Physicians of the United Kingdom (MRCP (UK)), a postgraduate medical diploma in the United Kingdom, in March 2016, and the Postgraduate Diploma in Infectious Diseases from the University of Hong Kong (PDipID (HK)) in October 2019. He was admitted as a member of the Hong Kong College of Physicians in January 2017, then became Fellow and Specialist in Endocrinology, Diabetes and Metabolism, and has held fellowships from the Hong Kong College of Physicians and the Hong Kong Academy of Medicine (Medicine), since September 2020 and December 2020, respectively. Also, he has been a member of the Hong Kong Medical Association since July 2011.

Dr. Yan was appointed and has been an independent non-executive director of Victory Securities (Holdings) Company Limited (“Victory Securities”, stock code: 8540.HK) and Glory Mark Hi-Tech (Holdings) Limited (“Glory Mark Hi-Tech”, stock code: 8159.HK) since 14 June 2018 and 5 December 2019, respectively, where he is primarily responsible for providing independent advice to the Board.

Dr. Yan is currently the chairman of nomination committee, a member of audit committee and remuneration committee of Victory Securities, and the chairman of audit committee and remuneration committee, a member of strategy and development committee, executive committee and nomination committee of Glory Mark Hi-Tech.

Save as disclosed above, Dr. Yan does not hold any other positions with the Company or other members of the Group as at the date of this circular and he has not held any directorship in any other listed companies in the three years preceding the date of this circular. He does not have any other relationships with any Directors, senior management, substantial or controlling Shareholder nor any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the date of this circular.

The Company will enter into a letter of appointment with Dr. Yan as an independent non-executive Director for an initial term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Articles and the Listing Rules. Dr. Yan agreed to waive to receive remuneration as an independent non-executive Director.

Dr. Yan has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to any of the requirement of Rules 13.51 (h) to (v) of the Listing Rules in relation to his election.

NOTICE OF THE ANNUAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Comtec Solar Systems Group Limited (the “Company”) will be held at Room 302, 3/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong at 4:00 p.m. on Wednesday, 30 June 2021 to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) of the Company and the auditors of the Company for the year ended 31 December 2020;
2. to re-elect Mr. John Yi Zhang as an executive Director of the Company and to authorise the board of Directors (the “**Board**”) to fix his remuneration;
3. to re-elect Mr. Dai Ji as a non-executive Director of the Company and to authorise the Board to fix his remuneration;
4. to re-elect Mr. Jiang Qiang as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration;
5. to appoint Dr. Yan Ka Shing as an independent non-executive director and to authorize the Board to fix his remuneration;
6. to authorise the Board to fix the remuneration of the Company’s other Directors;
7. to re-appoint Prism CPA Limited as the Company’s auditors and to authorise the Board to fix their remuneration;

NOTICE OF THE ANNUAL GENERAL MEETING

8. “THAT:

- (a) subject to paragraph (c) below, pursuant to The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each, a “**Share**”) of HK\$0.004 each in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20 per cent, of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this resolution; and
 - (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal value of any share capital of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent, of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:

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

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

9. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back (or agree to buy back) shares (each, a **“Share”**) of HK\$0.004 each in the capital of the Company on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 percent, of the aggregate nominal value of the share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
10. “**THAT** conditional on the passing of resolutions numbered 7 and 8 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 7 above be and it is hereby extended by the addition to the aggregate nominal value of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal value of the share capital of the Company bought back or agreed to be bought back by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 7 above.”

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

Shanghai, the People’s Republic of China, 26 May 2021

As at the date of this notice, the executive Directors are Mr. John Yi Zhang, the non-executive Directors are Mr. Dai Ji and Mr. Qiao Fenglin, and the independent non-executive Directors are Mr. Ma Teng and Mr. Jiang Qiang.

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

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

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order 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 thereof, must be deposited at the offices of the Company's Hong Kong share registrar, 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 later than 48 hours before the commencement of the above meeting or any adjournment thereof.
3. The transfer books and register of members of the Company will be closed from Friday, 15 June 2021 to Wednesday, 30 June 2021, both days inclusive, for the purpose of determining shareholders' entitlements to attend and vote at the annual general meeting. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. Thursday, 24 June 2021.
4. In relation to proposed resolutions numbered 7 and 9 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The directors have no immediate plans to issue any new shares of the Company.
5. In relation to proposed resolution numbered 8 above, the directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I in the circular of which this notice of the annual general meeting forms part.
6. In the case of joint holders of a share, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting 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, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. Considering the outbreak of novel coronavirus 2019 ("COVID-19") pandemic, certain measures will be implemented at the annual general meeting (the "AGM") with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to wear a surgical face mask throughout the AGM within the AGM venue (no mask will be provided at the AGM venue); (ii) all attendees will be required to undergo compulsory body temperature screening; (iii) all attendees will be required to complete and submit health declaration and personal information form, which may be used for contact tracing, if required; (iv) seating will be arranged to ensure approximate social distancing; and (v) no corporate gifts and/or refreshments will be distributed. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. For details, all attendees of the AGM should read the section headed "Precautionary Measures for the Annual General Meeting" on pages i and ii of the circular of the Company for the AGM dated 26 May 2021.

NOTICE OF THE ANNUAL GENERAL MEETING

9. Please also refer to Appendix II to the circular of the Company, of which this notice forms part, for biographical details of Mr. John Yi Zhang, Mr. Dai Ji and Mr. Jiang Qiang.
10. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
11. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.