Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :   **31/01/2020**

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer   Comtec Solar Systems Group Limited (the "**Company**")

Date Submitted   5 February 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :   712   Description :   Ordinary Shares

	No. of ordinary shares	Par value (HK$)	Authorised share capital (HK$)
Balance at close of preceding month	1,900,000,000	0.004	7,600,000
Increase/(decrease)	NIL		NIL
Balance at close of the month	1,900,000,000	0.004	7,600,000

(2) Stock code :   N/A   Description :   N/A

	No. of ordinary shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)			
Balance at close of the month	N/A	N/A	N/A

2. Preference Shares

	No. of preference shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Stock code : N/A Description : N/A			
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)			
Balance at close of the month	N/A	N/A	N/A

3. Other Classes of Shares

	No. of other classes of shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Stock code : N/A Description : N/A			
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)			
Balance at close of the month	N/A	N/A	N/A

Total authorised share capital at the end of the month (HK$) :   7,600,000

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	No. of ordinary shares (2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	628,289,531	N/A	N/A	N/A
Increase/ (decrease) during the month	–	N/A	N/A	N/A
Balance at close of the month	628,289,531	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month Granted	Exercised	Cancelled	Lapsed	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Share Option Scheme adopted on 02/10/2009 Date of grant: 28/06/2012 Exercise price: HK$0.98 (see remarks)						
Ordinary shares 0	0	0	0	0		12,500
(Note 1) 2. Share Option Scheme adopted on 02/10/2009 Date of grant: 27/12/2012 Exercise price: HK$1.262 (see remarks)						
Ordinary shares 0	0	0	0	0		1,212,500
(Note 1) 3. Share Option Scheme adopted on 02/10/2009 Date of grant: 30/09/2013 Exercise price: HK$1.87 (see remarks)						
Ordinary shares 0	0	0	0	0		1,005,000
(Note 1) 4. Share Option Scheme adopted on 02/10/2009 Date of grant: 31/03/2014 Exercise price: HK$1.386 (see remarks)						
Ordinary shares 0	0	0	0	0		225,000

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
(Note 1) 5. Share Option Scheme adopted on 02/10/2009 Date of grant: 26/06/2015 Exercise price: HK$1.50 (see remarks) Ordinary shares	0	0	0	0	0	5,000,000
(Note 1) 6. Share Option Scheme adopted on 02/10/2009 Date of grant: 25/11/2015 Exercise price: HK$0.736 (see remarks) Ordinary shares	0	0	0	0	0	10,650,000
(Note 1) 7. Share Option Scheme adopted on 02/10/2009 Date of grant: 09/09/2016 Exercise price: HK$0.56 (see remarks) Ordinary shares	0	0	0	0	0	4,500,000
(Note 1) 8. Share Option Scheme adopted on 02/10/2009 Date of grant: 02/05/2017 Exercise price: HK$0.335 (see remarks) Ordinary shares	0	0	0	0	0	5,475,000
(Note 1) 9. Share Option Scheme adopted on 02/10/2009 Date of grant: 15/06/2018 Exercise price: HK$0.151 (see remarks) Ordinary shares	0	0	0	0	0	5,034,043
(Note 1) 10. Share Option Scheme adopted on 31/12/2018 Date of grant: 29/05/2019 Exercise price: HK$0.070 (see remarks) Ordinary shares	0	0	0	0	0	27,302,592

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
Total A. (Ordinary shares)					0	
(Preference shares)					N/A	
(Other class)					N/A	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					

Total B.   (Ordinary shares) 0

(Preference shares) N/A

(Other class) N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Non-listed 10% convertible Bonds due on 31 Jul 2021	USD	10,000,000	0	10,000,000		112,784,482 (subject to Adjustment)
Stock code (if listed)	N/A					
Class of shares issuable *(Note 1)*	Ordinary					
Subscription price	HK$0.696					
EGM approval date (if applicable) (dd/mm/yyyy))	(27/07/2018)					
2. N/A						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
Stock code (if listed)						
Class of shares issuable *(Note 1)*						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					

Total C. (Ordinary shares) 0
(Preference shares) N/A
(Other class) N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____(/ /)____ _____shares *(Note 1)*		
2. _____ _____ _____ _____(/ /)____ _____shares *(Note 1)*		
3. _____ _____ _____ _____(/ /)____ _____shares *(Note 1)*		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency ———	Class of shares issuable ——— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
			N/A ———	———
2. Open offer	At price : State currency ———	Class of shares issuable ——— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
			N/A ———	———
3. Placing	At price : State currency ———	Class of shares issuable ——— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)		
			N/A ———	———
4. Bonus issue		Class of shares issuable ——— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
			N/A ———	———

			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue				
5. Scrip dividend	At price : State currency ———	Class of shares issuable *(Note 1)* ——— Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	——
6. Repurchase of shares		Class of shares repurchased *(Note 1)* ——— Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	——
7. Redemption of shares		Class of shares redeemed *(Note 1)* ——— Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	——
8. Consideration issue	At price : State currency HK$ HK$	Class of shares issued Ordinary *(Note 1)* Issue and allotment : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) (/ /)	N/A	——

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable ———— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) N/A		————
10. Other (Please specify)	Class of shares issuable ———— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) N/A		————
	Total E. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

<u>The exercise price for any share payable in respect of the exercise of the relevant share option will be adjusted subject to the Auditors certifying in writing to the board of the Company that such adjustments are in their opinion fair and reasonable.</u>

Submitted by: <u>Chau Kwok Keung</u>

Title: <u>Secretary</u>
(Director, Secretary or other duly authorised officer)

Notes :

1.   State the class of shares (e.g. ordinary, preference or other).

2.   If there is insufficient space, please append the prescribed continuation sheet.