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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting 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 at 10:00 a.m. on Thursday, 29 December 2016 to consider and, if thought fit, passing, with or without modifications, the following ordinary resolution of the Company. Unless otherwise defined, capitalised terms shall bear the same meaning as those in the circular of the Company dated 12 December 2016.

ORDINARY RESOLUTION

“THAT

- (a) the Sale and Purchase Agreement entered into between the Company, Forum (Asia) Limited, the Vendors and the Ultimate Holders dated 14 November 2016, pursuant to which the Company has conditionally agreed to acquire 51% of the total entire share capital of Forum (Asia) at a total maximum consideration of RMB52.02 million, which will be satisfied by the Company by allotting and issuing up to 166,479,449 Consideration Shares to the Vendors at an issue price of HK\$0.355 per Consideration Share, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby granted a Specific Mandate to exercise the powers of the Company to allot and issue up to 166,479,449 Consideration Shares to the Vendors in accordance with the terms and conditions of the Sale and Purchase Agreement, where such Consideration Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue and the Specific Mandate is in addition to, and shall not prejudice nor revoke, any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one Director be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, appropriate, expedient or desirable for the purpose of or in connection with the implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the allotment and issue of Consideration Shares, provided that all such things and acts shall be limited to administrative nature and ancillary to the implementation of the Sale and Purchase Agreement.”

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

Hong Kong, 12 December 2016

As at the date of this notice, the directors of the Company are Mr. John Yi ZHANG, Mr. CHAU Kwok Keung and Mr. Zhang Zhen as executive directors, Mr. Donald HUANG and Mr. Wang Yixin as non-executive directors, and Mr. Daniel DeWitt MARTIN, Mr. Kang SUN and Mr. LEUNG Ming Shu as independent non-executive directors.

Registered office:

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

Principal place of business in Hong Kong:

Suite 28
35/F Central Plaza
18 Harbour Road
Wanchai
Hong Kong

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 branch 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, 23 December 2016 to Thursday, 29 December 2016, both days inclusive, for the purpose of determining shareholders' entitlements to attend and vote at the extraordinary 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 branch 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, 22 December 2016.
4. 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.
5. 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.