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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 Friday, 27 July 2018 to consider and, if thought fit, passing, with or without modifications, the following resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meaning as defined in the circular of the Company dated 9 July 2018).

**ORDINARY RESOLUTIONS**

**“THAT**

- (a) the conditional Subscription Agreement entered between the Company and the Subscriber pursuant to which the Company has agreed to issue and the Subscriber has agreed to subscribe for the Convertible Bonds, which are convertible bonds due 2021, in the aggregate principal amount of US\$10,000,000, convertible into fully paid ordinary shares of HK\$0.001 each in the capital of the Company, together with the terms and conditions thereof and transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Bonds in accordance with the terms and conditions of the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved;
- (c) the Directors be and are hereby granted a specific mandate (“**Specific Mandate**”) to exercise the powers of the Company to allot and issue up to 451,137,931 Conversion Shares initially (subject to adjustment to the Conversion Price) to the relevant Bondholder(s) which may fall to be allotted and issued upon the conversion of the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds the Subscription Agreement and the articles of association of the Company, and that the Conversion Shares shall, when issued upon conversion shall rank *pari passu* in

all respects with all other existing Shares outstanding at the Conversion Date and be entitled to all dividends and other distributions the record date of which falls on a date on or after the date of the conversion notice; and

- (d) any one director of the Company be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his opinion to implement and/or give effect to the issue of the Convertible Bonds, and the allotment and issue of Conversion Shares of which may fall to be issued upon exercise of the subscription rights attaching to the Convertible Bonds.”

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

Hong Kong, 9 July 2018

*As at the date of this notice, the directors of the Company are Mr. John Yi ZHANG, Mr. ZHANG Zhen and Mr. CHAU Kwok Keung; the non-executive Director is Mr. WANG Yixin; and the independent non-executive Directors are Mr. Kang SUN, Mr. LEUNG Ming Shu and Mr. XU Erming.*

*Registered office:*

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1 111  
Cayman Islands

*Principal place of business in Hong Kong:*

Suite 33  
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. 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.
4. 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.
5. The transfer books and register of members of the Company will be closed from Tuesday, 24 July 2018 to Friday, 27 July 2018, both dates inclusive, for the purpose of determining shareholders' entitlements to attend and vote at the EGM. In order to qualify for the right to attend and vote at the EGM, 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 Monday, 23 July 2018.