



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/08/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Comtec Solar Systems Group Limited (the “Company”)

Date Submitted 5 September 2019

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	<u>7,600,000,000</u>	<u>0.001</u>	<u>7,600,000</u>
Increase/(decrease)	<u>(5,700,000,000)</u>		<u>NIL</u>
	(See remarks)		
Balance at close of the month	<u>1,900,000,000</u>	<u>0.004</u>	<u>7,600,000</u>

(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	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

2. Preference Shares

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

3. Other Classes of Shares

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

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

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	2,243,158,126	N/A	N/A	N/A
Increase/ (decrease) during the month	(1,614,868,595) (See remarks)	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				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		
1. Share Option Scheme adopted on 02/10/2009 Date of grant: 28/06/2012 Exercise price: HK\$0.98						
Ordinary shares	0	0	0	0	0	12,500 (See remarks)
(Note 1)						
2. Share Option Scheme adopted on 02/10/2009 Date of grant: 27/12/2012 Exercise price: HK\$1.262						
Ordinary shares	0	0	0	0	0	1,212,500 (See remarks)
(Note 1)						
3. Share Option Scheme adopted on 02/10/2009 Date of grant: 30/09/2013 Exercise price: HK\$1.87						
Ordinary shares	0	0	0	0	0	1,005,000 (See remarks)
(Note 1)						
4. Share Option Scheme adopted on 02/10/2009 Date of grant: 31/03/2014 Exercise price: HK\$1.386						
Ordinary shares	0	0	0	0	0	225,000

For Main Board and GEM listed issuers

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)						(See remarks)
5. Share Option Scheme adopted on 02/10/2009 Date of grant: 26/06/2015 Exercise price: HK\$1.50						
Ordinary shares	0	0	0	0	0	5,000,000
(Note 1)						(See remarks)
6. Share Option Scheme adopted on 02/10/2009 Date of grant: 25/11/2015 Exercise price: HK\$0.736						
Ordinary shares	0	0	0	0	0	10,650,000
(Note 1)						(See remarks)
7. Share Option Scheme adopted on 02/10/2009 Date of grant: 09/09/2016 Exercise price: HK\$0.56						
Ordinary shares	0	0	0	0	0	4,500,000
(Note 1)						(See remarks)
8. Share Option Scheme adopted on 02/10/2009 Date of grant: 02/05/2017 Exercise price: HK\$0.335						
Ordinary shares	0	0	0	0	0	5,475,000
(Note 1)						(See remarks)
9. Share Option Scheme adopted on 02/10/2009 Date of grant: 15/06/2018 Exercise price: HK\$0.151						
Ordinary shares	0	0	0	0	0	4,746,543
(Note 1)						(See remarks)
10. Share Option Scheme adopted on 31/12/2018 Date of grant: 29/05/2019 Exercise price: HK\$0.070						
Ordinary shares	0	0	0	0	0	22,752,160

					For Main Board and GEM listed issuers	
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		
						(See remarks)
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 (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
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 (See remarks)
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary					
Subscription price	HK\$0.696					
EGM approval date (if applicable) (dd/mm/yyyy)	(See remarks)					
	(27/07/2018)					
2. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
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 (<i>Note 1</i>)		
2. _____ _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>)		
3. _____ _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>)		
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	<div>_____</div> <div>Class of shares issuable _____ (Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) (/ /)</div> <div>EGM approval date: (dd/mm/yyyy) (/ /)</div>	N/A	_____
6.	Repurchase of shares		<div>Class of shares _____ repurchased (Note 1)</div> <div>Cancellation date : (dd/mm/yyyy) (/ /)</div> <div>EGM approval date: (dd/mm/yyyy) (/ /)</div>	N/A	_____
7.	Redemption of shares		<div>Class of shares _____ redeemed (Note 1)</div> <div>Redemption date : (dd/mm/yyyy) (/ /)</div> <div>EGM approval date: (dd/mm/yyyy) (/ /)</div>	N/A	_____
8.	Consideration issue	At price : State currency	<div>Class of shares issued _____ (Note 1)</div> <div>Issue and allotment : (dd/mm/yyyy) (/ /)</div> <div>EGM approval date: (dd/mm/yyyy) (/ /)</div>	N/A	_____

For Main Board and GEM listed issuers

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 <u>Ordinary</u> (Note 1)		
	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(26/08/2019)	
		(1,614,868,595) (See remarks)	
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)		(1,614,868,595)	
(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)	(1,614,868,595)
	(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):

Reference is made to the circular of the Company dated 9 August 2019 (the “Circular”) in relation to the Share Consolidation. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

As a result of the Share Consolidation, adjustments to the Existing Share Options are required under the terms and conditions of the relevant share option scheme of the Company in relation to the Existing Share Options which became effective on Wednesday, 28 August 2019, being the date on which the Share Consolidation became effective. The number of Shares to be issued under the Existing Share Options and the exercise price per Share have been adjusted accordingly, and the adjustments will be subject to the Auditors certifying in writing to the Board that such adjustments are in their opinion fair and reasonable.

As a result of the Share Consolidation and under the terms and conditions of the convertible notes, the conversion price has been adjusted from HK\$0.174 per Share to HK\$0.696 per Share and the outstanding convertible notes in the principal amount of US\$10,000,000 will be convertible into 112,784,482 Shares (subject to adjustment), with effect on Wednesday, 28 August 2019, being the date on which the Share Consolidation became effective.

For details, please refer to the announcements of the Company dated 5 July 2019 and 26 August 2019, and the Circular.

Submitted by: Chau Kwok Keung

Title: Director
(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.*

