

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**ANNOUNCEMENT**

**GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The board (the “Board”) of directors (the “Directors”) of Comtec Solar Systems Group Limited (the “Company”) hereby announces that on 27 December 2012 (the “Date of Grant”), 24,200,000 share options (the “Share Options”) to subscribe for the ordinary shares of HK\$0.001 each in the share capital of the Company (the “Shares”) were granted, subject to acceptance of the grantees (the “Grantees”), under the share option scheme adopted by the Company on 2 October 2009.

The details of the Share Options granted are as follows:

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$1.262 per Share, which represents the highest of (1) the nominal value of a Share; (2) the closing price of HK\$1.250 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant; and (3) the average closing price of HK\$1.262 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.

The Share Options granted shall vest in the proposed Grantees in accordance with the timetable below, each with an exercise period commencing from the relevant Vesting Date and ending 10 years after the Date of Grant (for this purpose, the date or each such date on which the Share Options are to vest being hereinafter referred to as a “Vesting Date”):

<b>Vesting Date</b>	<b>Percentage of Share Options to vest</b>
On or after 27 December 2012	50% of the total number of Share Options granted
On or after 27 March 2013	12.5% of the total number of Share Options granted
On or after 27 June 2013	12.5% of the total number of Share Options granted
On or after 27 September 2013	12.5% of the total number of Share Options granted
On or after 27 December 2013	12.5% of the total number of Share Options granted

Among the total 24,200,000 Share Options, 1,200,000 Shares Options were granted to the non-executive Director and the independent non-executive Directors of the Company with details as follows:

<b>Name of Directors</b>	<b>Position</b>	<b>Number of Share Options granted</b>
Mr. Donald Huang	non-executive Director	300,000
Mr. Leung Ming Shu	independent non-executive Director	300,000
Mr. Kang Sun	independent non-executive Director	300,000
Mr. Daniel DeWitt Martin	independent non-executive Director	300,000

The grant of the Share Options to the Directors has been approved by the independent non-executive Directors according to Rule 17.04(1) of the Listing Rules. Each of the Grantees who is a Director has abstained from voting so far as the resolution for the approval of the grant of the Share Options to each of them was concerned. Save as disclosed in this announcement, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or their respective associates (as defined in the Listing Rules).

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

Shanghai, the People’s Republic of China, 27 December 2012

*As at the date of this announcement, the executive Directors are Mr. John Zhang, Mr. Chau Kwok Keung and Mr. Shi Cheng Qi, the non-executive Director is Mr. Donald Huang, and the independent non-executive Directors are Mr. Leung Ming Shu, Mr. Kang Sun and Mr. Daniel DeWitt Martin.*