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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 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Friday, 17 June 2011 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 30 May 2011).

**ORDINARY RESOLUTIONS**

**1. “THAT**

- (a) the conditional Investment Agreement entered between the Company and the Investor pursuant to which the Company has agreed to issue and the Investor has agreed to subscribe for (1) the Bonds, which are unsecured convertible bonds due 2016, in the aggregate principal amount of RMB654,500,000, convertible into fully paid ordinary shares of HK\$ 0.001 each in the capital of the Company; and (2) 95,121,951 fully detachable and transferable warrants each to purchase one ordinary share of HK\$0.001 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 Bonds and the issue of the Warrants in accordance with the terms and conditions of the Investment Agreement and the transactions contemplated thereunder be and are hereby approved;
- (c) Subject to and conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares, the allotment and issue of the New Shares to the relevant Bondholders and/or Warrantholders which may fall to be allotted and issued upon the conversion of the Bonds in accordance with the Bond Instrument and/or on the exercise of the Warrants in accordance with the Warrant Instrument, together in aggregate being a maximum of 295,121,951 New Shares, be and is hereby approved and the Board be and is hereby authorised to allot and issue the New Shares pursuant to and in accordance with the terms

of the Investment Agreement, the Bond Instrument, the Warrant Instrument and the Articles and that the New Shares shall, when allotted and issued, be credited as fully paid and rank *pari passu* in all respects with all other Shares of the Company in issue on the date of such allotments and issues; 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 Investment 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 Bonds and the issue of the Warrants, and the allotment and issue of New Shares of which may fall to be issued upon exercise of the subscription rights attaching to the Bonds and the Warrants.”

**2. “THAT**

the Bond Instrument be entered by the Company as a deed pursuant to the Investment Agreement”

**3. “THAT**

the Warrant Instrument be entered by the Company as a deed pursuant to the Investment Agreement”

**4. “THAT**

subject to Completion, the appointment of Mr. Stephen Peel as a non-executive Director be and is hereby approved, with such appointment to take effect from the Closing Date and subject to retirement by rotation and re-election in accordance with the Articles.”

**5. “THAT**

subject to Completion, the appointment of Mr. Donald Huang as a non-executive Director, member of the audit committee, the remuneration committee and the nomination committee be and is hereby approved, with such appointment to take effect from the Closing Date and subject to retirement by rotation and re-election in accordance with the Articles.”

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

Hong Kong, 30 May 2011

*As at the date of this notice, the directors of the Company are Mr. John ZHANG, Mr. CHAU Kwok Keung and Mr. SHI Cheng Qi as executive directors, Mr. PHEN, Chun Shing Vincent 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 KY1-1 111  
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. 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.