
DEFINITIONS

In this document, unless the context otherwise requires, the following expressions have the following meanings:

“Affiliate”	a person, directly or indirectly, controlling, controlled by or under direct or indirect common control with another person
“Articles of Association” or “Articles”	our current articles of association, which were adopted on 2 October 2009, as may be amended from time to time, a summary of which is set out in Appendix V to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“CEO”	chief executive officer of our Group
“CFO”	chief financial officer of our Group
“China” or “PRC”	the People’s Republic of China, which for the purpose of this document, excludes the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“China Merchants Securities Group”	China Merchants Securities Co., Ltd, a company incorporated in the PRC in 1991, and its subsidiaries, associates and entities or companies controlled by it or its subsidiaries or its associates
“CMTF”	CMTF Private Equity One, an exempted company incorporated with limited liability under the laws of the Cayman Islands
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
“Comtec Electronics”	Shanghai Comtec Electronics Co., Ltd., a company wholly-owned by Mr. Zhang

DEFINITIONS

“Comtec Ltd”	Comtec Ltd, a trade name in the U.S. used by Mr. Zhang in carrying out business as a sole proprietor
“Comtec Semi”	上海卡姆丹克半導體有限公司 (Shanghai Comtec Semiconductor Co., Ltd.), a wholly foreign-owned enterprise incorporated under the laws of the PRC on 21 December 1999 and an indirect wholly-owned subsidiary of our Company
“Comtec Semi (Cayman)”	Comtec Semiconductor (Cayman) Limited (formerly known as New Genuine Limited), an exempted company incorporated with limited liability under the laws of the Cayman Islands on 23 April 2007 and a direct wholly-owned subsidiary of our Company
“Comtec Semi (HK)”	Comtec Semiconductor (Hong Kong) Limited (formerly known as Winkle (Hong Kong) Limited), a limited liability company incorporated in Hong Kong on 12 October 2007 and an indirect wholly-owned subsidiary of our Company
“Comtec Solar”	上海卡姆丹克太陽能科技有限公司 (Shanghai Comtec Solar Technology Co., Ltd.), a wholly foreign-owned enterprise incorporated under the laws of the PRC on 5 July 2005 and an indirect wholly-owned subsidiary of our Company
“Comtec Solar (Cayman)”	Comtec Solar (Cayman) Limited (formerly known as Most Talent Limited), an exempted company incorporated with limited liability under the laws of the Cayman Islands on 23 April 2007 and a direct wholly-owned subsidiary of our Company
“Comtec Solar (HK)”	Comtec Solar (Hong Kong) Limited (formerly known as Star View (Hong Kong) Limited), a limited liability company incorporated in Hong Kong on 12 October 2007 and an indirect wholly-owned subsidiary of our Company
“Comtec Solar (Jiangxi)”	江西卡姆丹克太陽能科技有限公司 (Jiangxi Comtec Solar Technology Co., Ltd.) (formerly known as 真彩(南昌)科技實業有限公司 (HK Truecolor Technological Industry Limited (Nanchang)), a wholly foreign-owned enterprise established in the PRC on 22 March 2006 and an indirect wholly-owned subsidiary of our Company
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to Mr. Zhang and Fonty, who, together, will control the exercise of approximately 66.4% voting rights in the general meeting of our Company immediately after the [●] and the [●] (assuming that the [●] is not exercised)
“COO”	chief operating officer of our Group
“Corporate Reorganisation”	the reorganisation of our Group conducted in preparation for the [●], details of which are set out in the paragraph headed “Corporate Reorganisation” under the section headed “History and Corporate Structure” in this document
“Covenantors”	Mr. Zhang and Fonty
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission), a regulatory body responsible for the supervision and regulation of the securities markets in the PRC
“CTO”	chief technology officer of our Group
“Director(s)”	member(s) of our board of directors
“EIA”	Energy Information Administration, a statistical agency of the U.S. Department of Energy
“Euro(s)” or “€”	the official currency of the European Union, used in 16 member states including Austria, Belgium, Cyprus, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Malta, the Netherlands, Portugal, Slovakia, Slovenia and Spain
“Ferrotec”	Ferrotec Corporation, a company incorporated under the laws of Japan in September 1980, listed on the Nasdaq Securities Exchange in Japan (Nasdaq: 6890) and an Independent Third Party
“Fonty”	Fonty Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 5 September 2007, the entire issued share capital of which is directly owned by Mr. Zhang
“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries at the relevant point of time or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors

DEFINITIONS

“HCT Shaping”	HCT Shaping Systems SA, a company incorporated under the laws of Switzerland in 1982, and subsequently acquired by Applied Materials, Inc., which is listed on Nasdaq (Nasdaq: AMAT), and an Independent Third Party
“HK\$” or “HK dollar(s)” and “HK cent(s)”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKAS(s)”	Hong Kong Accounting Standard(s)
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s)
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“IEA”	International Energy Agency
“IFRS”	International Financial Reporting Standard(s)
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company or any of its subsidiaries or any of their respective associates
“JA Solar”	JingAo Solar Co., Ltd., a company incorporated under the laws of PRC in May 2005, and a subsidiary of JA Solar Holding Co., Ltd. (a company listed in the National Association of Securities Dealers Automated Quotation System of the U.S. (Nasdaq: JASO)) and an Independent Third Party
“Jiangyin Bekaert”	Jiangyin Bekaert Alloy Materials Co., Ltd., a joint venture company incorporated under the laws of PRC in 2004 and an Independent Third Party
“Jiangyin Jetion”	Jiangyin Jetion Science and Technology Co., Ltd., a company incorporated under the laws of the PRC in March 2005 and a wholly-owned subsidiary of Jetion Holdings Limited (a company listed on the Alternative Investment Market of the London Stock Exchange (LON: JHL)) and an Independent Third Party
“JZ GRAT”	JZ GRAT of 2009, an irrevocable grantor retained annuity trust set up by Mr. Zhang for the benefit of himself and his family members, a shareholder of our Company and of which J.P. Morgan Trust Company Delaware is the trustee

DEFINITIONS

“Latest Practicable Date”	12 October 2009, being the latest practical date prior to the printing of this document for the purpose of ascertaining certain information contained in this document prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Major International Supplier A”	a major supplier of polysilicon to our Company and an Independent Third Party
“Major International Supplier B”	a major supplier of polysilicon to our Company, which is a listed company primarily engaged in the manufacturing and distribution of polysilicon and various types of chemicals, with an annual production capacity of 16,500 tonnes of polysilicon, with an audited consolidated revenue of approximately over US\$2 billion and an audited consolidated net income of approximately over US\$250 million in 2008 and an Independent Third Party
“Memorandum of Association” or “Memorandum”	our memorandum of association
“Meyer Burger”	Meyer Burger Technology AG, a company incorporated under the laws of Switzerland in 1959, listed on the SWX Swiss Exchange (SWX: MBTN) and an Independent Third Party
“Mr. Zhang”	Mr. John Zhang, the founder of our Group, our Chairman, our CEO and an executive Director of our Company and one of our Controlling Shareholders
“NDRC”	中華人民共和國國家發展和改革委員會 (National Development and Reform Commission), the chief planning ministry under the PRC State Council
“Nissin”	Shanghai Nissin Machine Tool Co., Ltd., a company incorporated under the laws of the PRC in March 1995 and an Independent Third Party
“Non-competition Deed”	a deed of non-competition dated 5 October 2009 entered into by the Controlling Shareholders in favour of our Company, details of which are disclosed in the section headed “Controlling and Substantial Shareholders”
“our Company” or the “Company”	Comtec Solar Systems Group Limited 卡姆丹克太陽能系統集團有限公司, an exempted company incorporated with limited liability under the laws of the Cayman Islands on 13 November 2007

DEFINITIONS

“PHOTON Consulting”	an international solar power industry research company or publication and an Independent Third Party
“PHOTON Consulting 2007”	“Solar Annual 2007”, published by Solar Verlag GmbH’s PHOTON Consulting Unit
“PRC Government” or “State”	the central government of the PRC, including all political sub-divisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“[●] Share Option Scheme”	the existing share option scheme for employees of our Group approved and adopted by us pursuant to a resolution passed by our Shareholders on 2 June 2008, the principal terms of which are summarised under the section headed “[●] Share Option Scheme” in Appendix VI to this document
“Relevant Business”	the sole proprietorship business carried on by Mr. Zhang under the trade name of Comtec Ltd in the U.S.
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	中華人民共和國國家外匯管理局 (the State Administration of Foreign Exchange of the PRC)
“SARS”	severe acute respiratory syndrome
“Series A Share(s)”	the Preferred A Share(s) with nominal value of HK\$0.001 each in our share capital
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Subsidiary(ies)”	Comtec Semi and Comtec Solar, or where the context requires, any one or both of them
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.001 each in our capital, which are to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Share Option Scheme”	the share option scheme conditionally adopted by us on 2 October 2009, the principal terms of which are summarised under the paragraph headed “Share Option Scheme” in Appendix VI to this document
“Shareholder(s)”	holder(s) of the Share(s)
“Solar Verlag GmbH”	Solar Verlag GmbH, a publishing and editorial company incorporated under the laws of Germany and an Independent Third Party

DEFINITIONS

“Solarbuzz”	Solarbuzz LLC, an international solar energy research and consulting company based in San Francisco, the U.S and an Independent Third Party
“Solarbuzz 2006-2008”	“Marketbuzz 2006 — Annual World PV Market Review”, “Marketbuzz 2007 — Annual World PV Market Review”, and “Marketbuzz 2008 — Annual World Photovoltaic Market Review” published by Solarbuzz
“Solarbuzz 2007-2008”	“Marketbuzz 2007 — Annual World PV Market Review” and “Marketbuzz 2008 — Annual World Photovoltaic Market Review” published by Solarbuzz
“Solarbuzz 2008-2009”	“Marketbuzz 2008 — Annual World PV Market Review” and “Marketbuzz 2009 — Annual World Photovoltaic Market Review” published by Solarbuzz
“Solarbuzz 2008”	“Marketbuzz 2008 — Annual World Photovoltaic Market Review” published by Solarbuzz
“Solarbuzz 2009”	“Marketbuzz 2009 — Annual World Photovoltaic Market Review” published by Solarbuzz
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Companies Ordinance
“Sunergy”	China Sunergy (Nanjing) Co., Ltd., a company incorporated under the laws of the PRC and a subsidiary of China Sunergy Co., Ltd. (a company listed in the National Association of Securities Dealers Automated Quotation System of the U.S. (Nasdaq: CSUN)), an Independent Third Party, and its subsidiaries, associates and entities or companies controlled by it or its subsidiaries or its associates
“Suntech”	Wuxi Suntech Power Co., Ltd., a company incorporated under the laws of the PRC in 2001 and a subsidiary of Suntech Power Holdings Co., Ltd. (a company listed on the New York Stock Exchange (NYSE: STP)) and an Independent Third Party
“Taifook Securities Group”	Taifook Securities Group Limited, a company listed on the Stock Exchange, and its subsidiaries, associates and entities or companies controlled by it or its subsidiaries or its associates
“Topsola”	Shanghai Topsolar Green Energy Co., Ltd., a company incorporated under the laws of the PRC in November 2002 and an Independent Third Party

DEFINITIONS

“Track Record Period”	the three years ended 31 December 2008 and the six months ended 30 June 2009
“United States” or “U.S.” or “USA”	the United States of America within the meaning of [●]
“U.S. dollar(s)” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Internal Revenue Code”	the United States Internal Revenue Code, as amended in 1986
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time
“WFOE”	wholly foreign-owned enterprise within the meaning prescribed under PRC laws
“%”	percent

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

In this document, unless otherwise stated, certain amounts denominated in Renminbi have been translated into HK dollars or U.S. dollars at an exchange rate of RMB0.88 = HK\$1.00 or RMB6.90 = US\$1.00, respectively, and certain amounts denominated in Euro have been translated into U.S. dollars at an exchange rate of € 0.64 = US\$1.00 for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or could have been or could be converted into HK dollars or U.S. dollars at such rates or any other exchange rates on such date or any other date.

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese or another language which are marked with “” and the Chinese translation of company names in English which are marked with “*” is for identification purpose only.*

Unless otherwise specified, all relevant information in this document assumes no exercise of the [●].