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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 Tuesday, 13 March 2012 to consider and, if thought fit, passing, with or without modifications, the following resolution 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 17 February 2012).

SPECIAL RESOLUTION

1. “THAT

- (a) the conditional Warrant Subscription 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 the fully detachable and transferable warrants, exercisable for a period of four years from the date of issue, as constituted by the New Warrant Instrument and issued with the benefit of, and subject to, the terms and conditions set out therein entitling the holder of the New Warrants to subscribe for up to HK\$117,000,000 of New Shares at price per New Share equal to the Initial Exercise Price, together with the terms and conditions thereof and transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the New Warrants in accordance with the terms and conditions of the Warrant Subscription 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 granting the listing of, and permission to deal in, the New Shares, the allotment and issue of the New Shares to the relevant warrant holders which may fall to be allotted and issued upon the exercise of the New Warrants in accordance with the Warrant Subscription Agreement, in aggregate being a maximum of 94,354,838 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 and conditions of the Warrant

Subscription Agreement , the New 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 Warrant Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the issue of the New 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 New Warrants.”

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

Hong Kong, 17 February 2012

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, Mr. Stephen PEEL, and Mr. Donald HUANG as non-executive directors, and Mr. Daniel DeWitt MARTIN, Mr. Kang SUN and Mr. LEUNG Ming Shu as independent non-executive directors.

Registered office:

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Cayman Islands

Principal place of business in Hong Kong:

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18 Harbour Road
Wanchai
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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.