



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 29 February 2024

Status: Resubmission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Comtec Solar Systems Group Limited ("the Company")

Date Submitted: 05 March 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00712	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	1,900,000,000	HKD	0.004	HKD	7,600,000	
Increase / decrease (-)				HKD		
Balance at close of the month	1,900,000,000	HKD	0.004	HKD	7,600,000	

Total authorised/registered share capital at the end of the month: HKD 7,600,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00712	Description				
Balance at close of preceding month		901,581,612				
Increase / decrease (-)		158,341,800				
Balance at close of the month		1,059,923,412				

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00712					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share Option Scheme adopted on 02/10/2009 Date of grant: 31/03/2014 Exercise price: HK\$1.386 (See remarks)	225,000			225,000		225,000	
General Meeting approval date (if applicable)							
2). Share Option Scheme adopted on 02/10/2009 Date of grant: 26/06/2015 Exercise price: HK\$1.50 (See remarks)	5,000,000			5,000,000		5,000,000	
General Meeting approval date (if applicable)							
3). Share Option Scheme adopted on 02/10/2009 Date of grant: 25/11/2015 Exercise price: HK\$0.736 (See remarks)	10,650,000			10,650,000		10,650,000	
General Meeting approval date (if applicable)							
4). Share Option Scheme adopted on 02/10/2009 Date of grant:	4,500,000			4,500,000		4,500,000	

	09/09/2016 Exercise price: HK\$0.56 (See remarks)						
General Meeting approval date (if applicable) _____							
5).	Share Option Scheme adopted on 02/10/2009 Date of grant: 02/05/2017 Exercise price: HK\$0.335 (See remarks)	5,475,000		5,475,000		5,475,000	
General Meeting approval date (if applicable) _____							
6).	Share Option Scheme adopted on 02/10/2009 Date of grant: 15/06/2018 Exercise price: HK\$0.151 (See remarks)	5,321,544		5,321,544		5,321,544	
General Meeting approval date (if applicable) _____							
7).	Share Option Scheme adopted on 31/12/2018 Date of grant: 29/05/2019 Exercise price: HK\$0.070 (See remarks)	22,982,956		22,982,956		22,982,956	
General Meeting approval date (if applicable) _____							

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: _____

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00712				
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	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	6,000,000		6,000,000		67,670,690
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	0.696				
General Meeting approval date (if applicable)	27 July 2018					

Total C (Ordinary shares): _____

Remarks:

The above convertible bond is past overdue and has no conversion effect unless otherwise obtained approval by the company and shareholders in the future.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00712				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Placing/Subscription	HKD	0.105	28 February 2024	30 September 2022	158,341,800	

Total E (Ordinary shares): 158,341,800

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	<u>158,341,800</u>
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks:

The exercise price for any share payable in respect of the exercise of the relevant share option will be adjusted subject to the Auditors certifying in writing to the board of the Company that such adjustments are in their opinion fair and reasonable.

Submitted by: John Yi Zhang

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
3. “Identical” means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . “shares issuable to be listed on SEHK” should be construed as “shares repurchased listed on SEHK”; and
 - . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares repurchased (if listed on SEHK)”; and
 - . “class of shares issuable” should be construed as “class of shares repurchased”; and
 - . “issue and allotment date” should be construed as “cancellation date”
6. In the context of redemption of shares:
 - . “shares issuable to be listed on SEHK” should be construed as “shares redeemed listed on SEHK”; and
 - . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
 - . “class of shares issuable” should be construed as “class of shares redeemed”; and
 - . “issue and allotment date” should be construed as “redemption date”