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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)**

**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 31 March 2014 (the “Date of Grant”), 46,650,000 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\$1.386 per Share, which represents the highest of (1) the nominal value of a Share; (2) the closing price of HK\$1.35 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\$1.386 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”):

The 30,800,000 Share Options (including the Share Options granted to Mr. Chau Kwok Keung) shall be subject to a vesting period as followings:

<b>Vesting Date</b>	<b>Percentage of Share Options to vest</b>
On or after 31 March 2014	50% of the total number of Share Options granted
On or after 30 June 2014	12.5% of the total number of Share Options granted
On or after 30 September 2014	12.5% of the total number of Share Options granted
On or after 31 December 2014	12.5% of the total number of Share Options granted
On or after 31 March 2015	12.5% of the total number of Share Options granted

The remaining 15,850,000 Share Options shall be subject to a vesting period as followings:

<b>Vesting Date</b>	<b>Percentage of Share Options to vest</b>
On or after 31 March 2014	1/3 of the total number of Share Options granted
On or after 30 June 2014	1/12 of the total number of Share Options granted
On or after 30 September 2014	1/12 of the total number of Share Options granted
On or after 31 December 2014	1/12 of the total number of Share Options granted
On or after 31 March 2015	1/12 of the total number of Share Options granted
On or after 30 June 2015	1/12 of the total number of Share Options granted
On or after 30 September 2015	1/12 of the total number of Share Options granted
On or after 31 December 2015	1/12 of the total number of Share Options granted
On or after 31 March 2016	1/12 of the total number of Share Options granted

Among the total 46,650,000 Share Options, 13,000,000 Shares Options were granted to an executive Director of the Company with details as follows:

Name of Director	Position	Number of Share Options granted
Mr. Chau Kwok Keung	executive Director	13,000,000

The grant of the Share Options to the Director has been approved by the independent non-executive Directors according to Rule 17.04(1) of the Listing Rules. The Grantee who is a Director has abstained from voting so far as the resolution for the approval of the grant of the Share Options to him 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, 31 March 2014

*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.*