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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)**

**(1) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**AND**  
**(2) WITHDRAWAL OF ORDINARY RESOLUTION NO. 4**  
**AT THE ANNUAL GENERAL MEETING TO BE HELD**  
**ON 30 SEPTEMBER 2022**

Reference is made to the circular (the “**Circular**”) of Comtec Solar Systems Group Limited (the “**Company**”) dated 31 August 2022 in relation to the annual general meeting of the Company to be held on 30 September 2022 (the “**AGM**”), the notice of the AGM dated 31 August 2022 (the “**AGM Notice**”) and the accompanying form of proxy of the Company (the “**Proxy Form(s)**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

On 29 September 2022, the Board received a notice of retirement from Mr. Ma Teng (“**Mr. Ma**”) that he will retire from office upon the conclusion of the forthcoming AGM pursuant to the Memorandum and Articles of Association of the Company. Mr. Ma confirmed that he will not offer himself for re-election at the AGM as he wishes to devote more time to his other personal engagements and commitments.

Mr. Ma has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Mr. Ma for his invaluable contributions to the Company during his tenure of office.

## **WITHDRAWAL OF ORDINARY RESOLUTION NO. 4 AT THE AGM**

Due to the retirements of Mr. Ma, ordinary resolution no. 4 in respect of the re-election of Mr. Ma as an independent non-executive Director as set out in the AGM Notice and Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. Save as disclosed above, all other resolutions contained in the AGM Notice shall continue to be considered at the AGM, and the date, time and venue for holding the AGM shall remain unchanged.

Proxy Forms lodged by Shareholders will remain valid except that no poll will be taken and counted for ordinary resolution no. 4.

## **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

Following the retirement of Mr. Ma, with effect from the conclusion of the AGM, he will also cease to be the member of each of the audit committee of the Company (the “**Audit Committee**”), the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company.

Pursuant to Rule 3.10(1) of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors. Following the retirement of Mr. Ma, the Company only has two independent non-executive Directors, which is below the minimum requirement under Rules 3.10(1) of the Listing Rules.

Pursuant to Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only and such committee must comprise a minimum of three members. Following the retirement of Mr. Ma, the Audit Committee only comprises two independent non-executive Directors, which is below the minimum requirement under Rule 3.21 of the Listing Rules.

To comply with Rules 3.10(1) and 3.21 of the Listing Rules, the Company is in the process of identifying a suitable candidate to fill the vacancies of the independent non-executive Director position, and the memberships of the Audit Committee, the Nomination Committee and the Remuneration Committee. The Company will make its best endeavour to identify a suitable candidate to fill the casual vacancy on the Board for the position of independent non-executive Director as soon as practicable pursuant to Rules 3.11 and 3.23 of the Listing Rules and will make further announcement as and when appropriate.

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

Shanghai, the People’s Republic of China, 29 September 2022

*As at the date of this announcement, the executive Director is Mr. John Yi Zhang, the non-executive Directors are Mr. Dai Ji and Mr. Qiao Fenglin, and the independent non-executive Directors are Mr. Ma Teng, Dr. Yan Ka Shing and Mr. Jiang Qiang.*