

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : China Technology Solar Power Holdings Limited

Stock code (ordinary shares) : 8111

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 29 January 2015.

A. GENERAL

Place of incorporation : the Cayman Islands

Date of initial listing on GEM : 3 January, 2001

Name of Sponsor : N/A

Names of directors : **Executive Directors:**
(each, a “Director”) Chiu Tung Ping (*Chairman*)
Zhang Shenxin (*Vice-Chairman*)
Yuen Hing Lan
Hou Hsiao Bing
Hou Hsiao Wen
Hu Xin

Independent non-executive Directors:
Shi Huizhong
Meng Xianglin
Dong Guangwu

Name of substantial shareholder : (as such term is defined in rule 1.01 of the GEM Listing Rules) and its respective interests in the ordinary shares of the Company	Name of shareholders	Attributable number of shares of HK\$0.10 each in the share capital of the Company (“Shares”) held	Approximate percentage of shareholding in the Company held
	Soar Ocean Holdings Limited	182,857,142	15.45%
	Good Million Investments Limited	177,766,038 (Note 1)	15.02%
	Hou Hsiao Bing	131,150,000 (Note 2)	11.08%

Notes:

1. Mr. Chiu Tung Ping, an executive Director, holds 70% of the issued shares in Good Million Investments Limited and Ms. Yuen Hing Lan, an executive Director and the spouse of Mr. Chiu Tung Ping, holds the remaining 30% of the issued shares in Good Million Investments Limited.
2. Mr. Hou Hsiao Bing is an executive Director.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 March

Registered address : Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong	:	Room 1801, 18th Floor, Kai Tak Commercial Building, 317 & 319 Des Voeux Road Central, Hong Kong
Web-site addresses	:	<i>www.chinatechsolar.com</i>
Share registrars	:	<p><i>Principal share registrar and transfer office:</i> Royal Bank of Canada Trust Company (Cayman) Limited 4th Floor, Royal Bank House 24 Shedden Road, George Town Grand Cayman KY1-1110 Cayman Islands</p> <p><i>Hong Kong branch share registrar and transfer office:</i> Computershare Hong Kong Investor Services Limited 1712-1716, 17th Floor, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong</p> <p><i>Hong Kong branch convertible bond registrar and transfer office:</i> Tricor Services Limited Level 54, Hopewell Centre, 183 Queen's Road East Hong Kong (register kept in Macau)</p>
Auditors	:	W.H. Tang & Partners CPA Limited <i>Certified Public Accountants</i> Level 7, Parkview Centre 7 Lau Li Street Causeway Bay Hong Kong

B. BUSINESS ACTIVITIES OF THE COMPANY AND ITS SUBSIDIARIES (THE “GROUP”)

The Group is principally engaged in the following business activities:

- implementation and upgrading of self-service automatic teller machine (“ATM”) systems and printing systems as well as related application hardware and software for commercial banks and postal savings bureaus in the People’s Republic of China (“PRC”);
- provision of system hardware and software technical support and consultancy services to its customers in respect of self-service ATM systems and printing systems in the PRC; and
- power system integration business in the PRC.

C. ORDINARY SHARES

Number of ordinary shares in issue : 1,183,649,214 Shares

Par value of ordinary shares in issue : HK\$0.10

Board lot size (in number of shares) : 5,000

Name of other stock : N/A
exchange(s) on which
ordinary shares are also listed

D. WARRANTS

Stock code : N/A

Board lot size : N/A
(in number of underlying shares)

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A
(Not applicable if the
warrant is denominated in
dollar value of conversion right)

No. of warrants outstanding : N/A

No. of shares falling to be : N/A
issued upon the exercise
of outstanding warrants

E. OTHER SECURITIES

Details of any other securities in issue

(i.e. other than the ordinary shares described in C above and warrants described in D above)

Pursuant to the conditional sale and purchase agreement dated 13 December 2010 (“Agreement”) entered into between (i) City Max International Limited; (ii) the Company; (iii) Good Million Investments Limited; (iv) Mr. Chiu Tung Ping; and (v) Ms. Yuen Hing Lan (as supplemented by the supplemental agreement dated 30 January 2012) in relation to the sale and purchase of the entire issued share capital of China Technology Solar Power Holdings Limited (“CTSP (BVI)”), the Company has issued convertible bonds (“2011 CB”) in the aggregate principal amount of HK\$163,100,000 to Good Million Investments Limited on 1 June 2011. Details of the acquisition is contained in the circular of the Company dated 16 May 2011 and the circular of the Company dated 22 February 2012 (“Circular”).

On 2 September 2011, 24,000,000 shares of the Company of HK\$0.1 each were issued by the Company as a result of the exercise of the conversion rights attached to Tranche I Convertible Bonds (as defined in the Circular) in the principal amount of HK\$12,000,000.

On 30 January 2012, the parties to the Agreement entered into a supplemental agreement to amend certain terms of the Agreement relating to consideration adjustment mechanism (“Supplemental Agreement”).

Based on the audited consolidated financial statements of CTSP (BVI) and its subsidiaries (“Target Group”) for the 12 months ended 30 September 2012, the Target Group recorded a loss of HK\$77,094. On such basis, the amended target profit of HK\$40,000,000 under the Agreement (as supplemented by the Supplemental Agreement) was not achieved and the principal amount of the Tranche II Convertible Bonds in the principal amount of HK\$50,000,000 was adjusted to HK\$0.

On 6 November 2012, the aggregate outstanding principal amount of the 2011 CB is HK\$101,100,000.

On 26 November 2013, 74,200,000 shares of the Company of HK\$0.1 each were issued by the Company as a result of the exercise of the conversion rights attached to Tranche I Convertible Bonds (as defined in the Circular) in the principal amount of HK\$37,100,000.

On 26 November 2013, the aggregate outstanding principal amount of the 2011 CB is HK\$64,000,000.

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Save for the above, the Company has no other securities listed on GEM or the Main Board or any other stock exchange(s).

If there are any debt securities in issue that are guaranteed, please indicate the name of guarantor.

N/A

Responsibility statement

The Directors as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Chiu Tung Ping

Zhang Shenxin

Yuen Hing Lan

Hou Hsiao Wen

Hou Hsiao Bing

Hu Xin

Shi Huizhong

Meng Xianglin

Dong Guangwu

Notes:

1. This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.
2. Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.
3. Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time at the same time as the original is submitted to the Exchange.