

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

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 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 GEM 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 5 December 2018.

A. General

Place of incorporation	:	the Cayman Islands
Date of initial listing on GEM	:	3 January, 2001
Name of Sponsor(s)	:	N/A
Names of directors (please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)	:	Executive Directors: Chiu Tung Ping (<i>Chairman</i>) Yuen Hing Lan Hou Hsiao Bing Hu Xin
		Independent Non-executive Directors: Ma Xingqin Meng Xianglin Dong Guangwu

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	:	Number of ordinary shares of HK\$0.10 each in the share capital of the Company (the “Shares”) held	Approximate percentage of the Company’s issued share capital
	:	Name of shareholders	
		Good Million Investments Limited	217,766,038 <i>(Note 1)</i> 12.39%
		Creation Moral Limited	216,363,636 <i>(Note 2)</i> 12.31%

Notes:

1. Mr. Chiu Tung Ping and Ms. Yuen Hing Lan, both being executive directors of the Company, hold 70% and 30% of the issued shares in Good Million Investments Limited respectively. Ms. Yuen Hing Lan is the spouse of Mr. Chiu Tung Ping, hence Mr. Chiu Tung Ping and Ms. Yuen Hing Lan are deemed to be interested in all the Shares held by Good Million Investments Limited.
2. Creation Moral Limited is wholly-owned by Mr. Sun Aihui.

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	:	Room 1801, 18th Floor, Kai Tak Commercial Building 317 & 319 Des Voeux Road Central Hong Kong
Web-site address (if applicable)	:	<i>www.chinatechsolar.com</i>
Share registrar	:	<i>Principal share registrar and transfer office:</i> SMP Partners (Cayman) Limited 3rd Floor, Royal Bank House 24 Shedden Road, P.O. Box 1586 Grand Cayman KY1-1110 Cayman Islands <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
Auditors	:	Sky Base Partners CPA Limited Level 20, Parkview Centre 7 Lau Li Street Causeway Bay, Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries (collectively as the “Group”) are principally engaged in the following business activities:

- (i) sales of solar power related products;
- (ii) new energy power system integration business;
- (iii) sales of self-service automatic teller machine systems and printing systems; and
- (iv) provision of hardware and software technical support services in the People’s Republic of China.

C. Ordinary shares

Number of ordinary shares in issue	:	1,757,232,850
Par value of ordinary shares in issue	:	HK\$0.10
Board lot size (in number of shares)	:	5,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

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 but including options granted to executives and/or employees).

(1) Convertible Bonds

Pursuant to the conditional sale and purchase agreement dated 13 December 2010 (the “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 (the “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 are contained in the circular of the Company dated 16 May 2011 and the circular of the Company dated 22 February 2012 (the “Circular”).

On 2 September 2011, 24,000,000 Shares 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 (the “Supplemental Agreement”).

Based on the audited consolidated financial statements of CTSP (BVI) and its subsidiaries (the “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 26 November 2013, 74,200,000 Shares were issued by the Company as a result of the exercise of the conversion rights attached to Tranche I Convertible Bonds in the principal amount of HK\$37,100,000.

On 22 March 2016, 30,000,000 Shares were issued by the Company as a result of the exercise of the conversion rights attached to Tranche I Convertible Bonds in the principal amount of HK\$15,000,000.

On 4 July 2018, 10,000,000 Shares were issued by the Company as a result of the exercise of the conversion rights attached to Tranche I Convertible Bonds in the principal amount of HK\$5,000,000.

On 4 July 2018, the aggregate outstanding principal amount of the 2011 CB was HK\$44,000,000.

(2) Share Options

The Company has adopted a share option scheme (the “Share Option Scheme”) which became effective on 26 August 2014.

On 10 April 2018, share options to subscribe for up to 109,220,000 Shares were granted to nine eligible participants, all being employees of the Group, under the Share Option Scheme. The exercise price of the options granted is HK\$0.10 per Share with an exercise period of 2 years from 10 April 2018 to 9 April 2020 (both dates inclusive). Details of the grant of share options are set out in the announcement of the Company dated 10 April 2018.

As at 5 December 2018, an aggregate of 31,220,000 Shares were allotted and issued pursuant to the exercise of share options.

As at 5 December 2018, the number of outstanding options was 78,000,000 under the Share Option Scheme.

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

(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).

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

N/A

Responsibility statement

The directors of the Company (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 Stock 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

Hu Xin

Yuen Hing Lan

Hou Hsiao Bing

Ma Xingqin

Dong Guangwu

Meng Xianglin

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.