

# 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 28 January 2013.

#### 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 (each, a “Director”)	:	<b>Executive Directors:</b> Chiu Tung Ping – <i>Chairman</i> Yuen Hing Lan Hou Hsiao Bing Hou Hsiao Wen Hu Xin
		<b>Independent non-executive Directors:</b> Tam Kam Biu, William 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	<b>Attributable number of shares of HK\$0.10 each in the share capital of the Company ("Shares") held</b>	<b>Approximate percentage of shareholding in the Company held</b>
<b>Name of shareholders</b>		
Good Million Investments Limited	103,566,038 <i>(Note 1)</i>	11.18%
Hou Hsiao Bing	131,150,000 <i>(Note 2)</i>	14.15%

*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 1104, SUP Tower 75 King's Road Hong Kong
Web-site addresses	:	<a href="http://www.chinatechsolar.com">www.chinatechsolar.com</a>

Share registrars : *Principal share registrar and transfer office:*  
Royal Bank of Canada Trust Company (Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

*Hong Kong branch share registrar  
and transfer office:*  
Computershare Hong Kong Investor Services Limited  
1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

*Hong Kong branch warrant  
registrar and transfer office:*  
Tricor Services Limited  
Level 28, Three Pacific Place  
1 Queen's Road East  
Hong Kong  
(register kept in Macau)

*Hong Kong branch convertible bond  
registrar and transfer office:*  
Tricor Services Limited  
Level 28, Three Pacific Place  
1 Queen's Road East  
Hong Kong  
(register kept in Macau)

Auditors : W.H. Tang & Partners CPA Limited  
*Certified Public Accountants*  
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;
- solar energy generation in the PRC; and
- power system integration business in the PRC.

## **C. ORDINARY SHARES**

Number of ordinary shares in issue : 926,592,072 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 (warrants are unlisted)

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

Expiry date : 22 December 2014

Exercise price : HK\$0.90 (subject to adjustments)

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

No. of warrants outstanding	:	100,000,000
No. of shares falling to be issued upon the exercise of outstanding warrants	:	100,000,000

### ***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.

(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:

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Chiu Tung Ping

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Yuen Hing Lan

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Hou Hsiao Bing

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Hou Hsiao Wen

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Hu Xin

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Tam Kam Bui, William

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Meng Xianglin

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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.