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## CORPORATE INVESTOR

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### BACKGROUND

On 18 March 2008, we entered into a subscription agreement with a financial investor, CMTF, and issued 11,212,019 Series A Shares to CMTF at a consideration of approximately US\$20 million based on the post-investment equity valuation of US\$494.5 million, which was determined through arm’s length negotiations with reference to future earnings potential of our Company based on our historical and expected growth rate and the dynamics of the solar power industry. On 30 March 2009, we renegotiated the terms of the investment by CMTF in our Company given the economic downturn and therefore entered into a supplemental agreement with CMTF, pursuant to which we issued an additional 13,587,494 Series A Shares to CMTF credited as fully paid by the capitalization of HK\$13,587.49 standing to the credit of the share premium account of our Company. As at the Latest Practicable Date, CMTF was holding a total of 24,799,513 ordinary Shares.

The proceeds from the investment by CMTF were approximately US\$20 million, which were received by our Company on 18 March 2008. The main benefit of CMTF’s investment in our Group was the availability of additional capital to finance the expansion of our production capacity and for our general working capital purposes.

### INFORMATION REGARDING CMTF

CMTF is a company incorporated in the Cayman Islands and jointly owned by Tai Fook Fund Managers Limited (“TFML”), an indirect wholly-owned subsidiary of Taifook Securities Group, and by CMTF Asset Management Limited (“CMTF Asset Management”), which is owned as to 51% by China Merchants Securities Investment Management (HK) Co., Limited (“CMSIM”) and 49% by TFML. CMTF is an investment fund managed by CMTF Asset Management. Taifook Securities Group is a subsidiary of NWS Holdings Limited, which is the infrastructure and service flagship of New World Development Company Limited and engaged in a diversified range of businesses in China, Hong Kong and Macau. Taifook Securities Group, NWS Holdings Limited and New World Development Company Limited are listed on the Stock Exchange. CMSIM is a wholly-owned subsidiary of China Merchants Securities Holdings (HK) Co., Limited, which is in turn wholly-owned by China Merchants Securities Group, a company principally engaged in the provision of a wide range of financial services in the Greater China Region. China Merchants Securities Group does not directly hold any shares in our Company and is therefore not a shareholder of our Company. CMTF is independent of, and not connected with, the directors, chief executives or substantial shareholders of our Company or any of our subsidiaries or any of their respective associates.

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### PRINCIPAL TERMS

The principal terms of the investment by CMTF and the rights of CMTF as a holder of Series A Shares prior to their conversion into ordinary Shares are summarised as follows:

#### Conversion into ordinary shares

CMTF is entitled to convert their Series A Shares into such number of ordinary shares of HK\$0.001 par value in the capital of our Company at the conversion ratio of one to one at any time prior to [●]. Unless CMTF chooses to convert their Series A Shares into ordinary shares of our Company before the completion of the [●], their Series A Shares will be converted automatically into the same number of ordinary shares upon the completion of the [●].

On 25 September 2009, the 24,799,513 Series A Shares held by CMTF were converted to 24,799,513 ordinary Shares of our Company on the basis of one series A Share for one Share.

Upon the completion of the [●], CMTF will be holding a total of 61,893,203 Shares, representing approximately 6.2% shareholding in our Company, assuming the [●] is not exercised and there are no diluting issuances by our Company such as consolidation, subdivision and capitalisation of our Shares.

The price per Share paid by CMTF was approximately US\$0.32 (equivalent to approximately HK\$2.53) (the “**Entry Price**”).

The investment risks that CMTF was subject to when making the investment in our Company back in March 2008 was entirely different from the risks which the investing public may have to bear in the context of the [●]. The Entry Price reflected the illiquidity of the Shares and the historical financial performance of our Company. There was no assurances made to CMTF that a public market will ever exist for the Shares

#### Redemption of Series A Shares

The Series A Shares held by CMTF are not redeemable, except to give effect to a conversion into ordinary shares of our Company.

#### Lock-up

Upon our Company’s request and pursuant to the terms of a lock-up undertaking, CMTF agrees not to sell, make any short sale of, loan, grant any option for the purchase of, or otherwise dispose of any securities of our Company, however or whenever acquired, without the prior written consent of our Company, as the case may be, for a period of 180 days from the [●] Date. The said lock-up undertaking does not provide for any specific condition under which such lock-up may be released and as of the Latest Practicable Date, there is no plan to release such lock-up.

#### Transfer restrictions

Should CMTF wish to transfer all or any part of its Series A Shares at any time prior to [●], CMTF shall obtain the prior written consent of our Company, unless it is a transfer to the ultimate beneficial owners of the Series A Shares or a wholly owned subsidiary of the transferor.

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### Voting rights

CMTF has the same voting rights as holders of ordinary Shares of our Company and votes together with them as a single class on all matters. CMTF is entitled to the number of votes equal to the number of ordinary Shares of our Company into which the Series A Shares that it held could be converted.

### Preferential rights

Pursuant to the terms of a shareholders agreement that we entered into with CMTF on 18 March 2008 (the “**Shareholders Agreement**”), Fonty and CMTF agreed to vote or act with respect to their shares which they have control so as to elect one director to our Board, who is to be designated by CMTF or its affiliates. CMTF currently has one representative, Mr. He Xin, on our Board, which comprises seven Directors. The terms of directorship of Mr. He are substantially the same as those of the other Directors. Please refer to the paragraph headed “Further information about the Directors — Particulars of Directors’ service contracts” for further information. CMTF has a duty to remove Mr. He, or any other director so designated, upon the termination of the Shareholders Agreement. However, neither CMTF nor our Company have plans to remove Mr. He from our Board upon [●].

CMTF have a right of first offer over the Shares proposed to be sold by our Company in the future. Such right of first offer however does not apply to Shares issued pursuant to the [●].

Our Company is required to provide CMTF with our financial statements periodically and such other information as it reasonably request from time to time in fulfillment of the regulatory requirements or compliance purpose, subject to CMTF continues to hold at least five percent (5%) of our existing share capital. In addition, our Group is required to provide CMTF with the bank statements of all of our bank accounts to CMTF and to notify CMTF if our bank balances fall below a specified minimum amount.

Upon the completion of the [●], the Shareholders Agreement shall terminate and the foregoing preferential rights of CMTF as a holder of Series A Shares shall cease to have effect. CMTF will thereafter have no special rights which are not generally available to other shareholders.