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(limited liability)

defined below), the allotment and issue 435,000,000 shares with a par value of HK\$0.10 each in the share capital of the Company (“Conversion Shares”) to the holders of the Convertible Bonds upon exercise of the conversion rights attaching to the Convertible Bonds at HK\$1.92 per Conversion Share be and are hereby approved; and

- (D) any one director of the Company be and is hereby authorised to do all such acts and things as he/she in his/her sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the S&P Agreement and the transactions contemplated thereunder, including without limitation, the creation and issue of the Convertible Bonds and the allotment and issue of the Conversion Shares from time to time upon exercise of the conversion rights under the Convertible Bonds, and, where required, to agree to such variation or amendments of such documents or any terms of the S&P Agreement and the Convertible Bonds.”

2. “THAT

- (A) the framework sale agreement (the “New WWX Sale Agreement”) dated 3 November 2010 entered into between the Company and Wafer Works Corp. (“WWX”) in respect of the sale of upgraded and processed polysilicon, silicon solar ingots and silicon solar wafers to WWX or its subsidiaries, a copy of which is tabled before the meeting and marked “B” and initialled by the chairman of the EGM for identification purpose, and the terms of the transactions contemplated under the New WWX Sale Agreement be and are hereby approved, confirmed and ratified;
- (B) the respective annual cap amounts in relation to the transactions contemplated under the New WWX Sale Agreement for the three years ending 31 December 2013 be and are hereby approved; and
- (C) any one director of the Company be and is hereby authorised to do all such things and take all other steps which, in his or her opinion, may be necessary or desirable for the purposes of giving effect to the New WWX Sale Agreement and the transactions contemplated thereunder.”

3. “THAT

- (A) the framework supply agreement (the “New WWX Supply Agreement”) dated 3 November 2010 entered into between the Company and WWX in respect of the supply of scrap polysilicon raw material, scrap ingots and scrap wafers to the Company or its subsidiaries, a copy of which is tabled before the meeting and marked “C” and initialled by the chairman of the EGM for identification purpose, and the terms of the transactions contemplated under the New WWX Supply Agreement be and are hereby approved, confirmed and ratified;
- (B) the respective annual cap amounts in relation to the transactions contemplated under New WWX Supply Agreement for the three years ending 31 December 2013 be and are hereby approved; and
- (C) any one director of the Company be and is hereby authorised to do all such things and take all other steps which, in his or her opinion, may be necessary or desirable

