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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Technology Solar Power Holdings Limited (“**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) take no responsibility for the contents of this circular, 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 circular.

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### CHINA TECHNOLOGY SOLAR POWER HOLDINGS LIMITED 中科光電控股有限公司\*

*(incorporated in the Cayman Islands with limited liability)*

(stock code: 8111)

#### **(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Horizon Room, 7th Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 20 August 2015 at 11:00 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the principal place of business of the Company in Hong Kong at Room 1801, 18th Floor, Kai Tak Commercial Building, 317 & 319 Des Voeux Road Central, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

This circular will remain on the Company's website with the domain name of [www.chinatechsolar.com](http://www.chinatechsolar.com) and on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited with the domain name of [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least seven days from the date of its posting.

16 July 2015

\* for identification purposes only

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company convened to be held at Horizon Room, 7th Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 20 August 2015 at 11:00 a.m.
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate”	has the meaning as defined under the GEM Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Technology Solar Power Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“core connected person”	has the meaning as defined under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM

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## DEFINITIONS

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“Latest Practicable Date”	10 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### CHINA TECHNOLOGY SOLAR POWER HOLDINGS LIMITED 中科光電控股有限公司\*

(incorporated in the Cayman Islands with limited liability)  
(stock code: 8111)

*Executive Directors:*

Chiu Tung Ping (*Chairman*)  
Yuen Hing Lan  
Hou Hsiao Bing  
Hu Xin

*Independent non-executive Directors:*

Shi Huizhong  
Meng Xianglin  
Dong Guangwu

*Registered office:*

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

*Principal place of business  
in Hong Kong:*

Room 1801  
18th Floor  
Kai Tak Commercial Building  
317 & 319 Des Voeux Road Central  
Hong Kong

16 July 2015

*To the Shareholders*

Dear Sir/Madam

### **(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND (2) RE-ELECTION OF DIRECTORS**

#### **INTRODUCTION**

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM include, among others, ordinary resolutions relating to (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and (ii) the re-election of Directors.

\* for identification purposes only

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## LETTER FROM THE BOARD

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### ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 21 August 2014, the Directors were granted, among other things, (a) a general and unconditional mandate to allot, issue or otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing of the relevant resolution; (b) a general and unconditional mandate to repurchase, on the Stock Exchange, Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above. The abovementioned mandates will expire at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue or otherwise deal with new Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,291,831,032 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 258,366,206 Shares.

At the AGM, an ordinary resolution will also be proposed to grant the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares are listed, Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 129,183,103 Shares.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate would expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (iii) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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Under the GEM Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the Articles, Mr. Hou Hsiao Bing, Mr. Meng Xianglin and Mr. Dong Guangwu will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM. Mr. Shi Huizhong was appointed as an independent non-executive Director on 11 September 2014. According to Article 112 of the Articles, a Director appointed from time to time by the Board to fill a casual vacancy or as an addition Director to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at such meeting. Therefore, Mr. Shi Huizhong shall retire at the AGM and being eligible, will offer himself for re-election at the AGM.

Particulars of the Directors who offered themselves for re-election are set out in Appendix II to this circular.

### VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### ACTIONS TO BE TAKEN

At the AGM, ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the re-election of Directors.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### RECOMMENDATION

The Directors believe that the grant of Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of Directors are beneficial to the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.



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## LETTER FROM THE BOARD

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The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that repurchases of Shares will benefit the Company and the Shareholders.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 March 2015, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions approving the grant of Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of Directors at the AGM.

No Shareholder is required to abstain from voting on any of the resolutions proposed at the AGM under the GEM Listing Rules.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

As at the Latest Practicable Date, the Company did not have any controlling Shareholder and so far as the Directors are aware, save for that Mr. Chiu Tung Ping, the Chairman and an executive Director, is engaged and interested in business related to solar energy generation and power system integration, which may be in competition with the Company, none of the Directors had any interest in a business which competes or may compete with the business of the Group or any other conflicts of interest with the Group.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

On behalf of the Board  
**China Technology Solar Power Holdings Limited**  
**Chiu Tung Ping**  
*Chairman and executive Director*

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

## **1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

It is proposed that up to 10% of the Shares in issue at the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased. As at Latest Practicable Date, there were a total of 1,291,831,032 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under Repurchase Mandate to repurchase a maximum of 129,183,103 Shares.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASES**

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a repurchase over the par value of the Shares so purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2015, being the date of its latest audited consolidated financial statements, in the event that the proposed purchases in the Repurchase Mandate were to be exercised in full at any time during the proposed purchases period. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest HK\$	Lowest HK\$
July 2014	0.150	0.130
August 2014	0.154	0.128
September 2014	0.188	0.136
October 2014	0.178	0.137
November 2014	0.163	0.125
December 2014	0.150	0.123
January 2015	0.138	0.108
February 2015	0.146	0.111
March 2015	0.160	0.122
April 2015	0.238	0.133
May 2015	0.335	0.191
June 2015	0.350	0.242
July 2015 (up to the Latest Practicable Date)	0.295	0.120

## 6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of The Hong Kong Code on Takeovers and Mergers ("**Takeovers Code**"). Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any repurchases pursuant to the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent that may result in any mandatory offer being required under the Takeovers Code or may result in a public shareholding of less than 25%, the prescribed minimum percentage of the Shares in issue required by the Stock Exchange to be held by the public.

#### **7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

#### **8. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

The biographical details of the Directors offered for re-election at the AGM are set out below:

**HOU HSIAO BING**

Mr. Hou Hsiao Bing, aged 61, was the managing director of a private company focusing on selling satellite TV products network in the PRC prior to joining the Group in April 2000. He has more than 34 years' experience in China business.

Mr. Hou graduated from the Hong Kong Polytechnic University with a Diploma in Marketing. Mr. Hou Hsiao Bing has entered into a service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Articles. The existing service contract entered into between the Company and Mr. Hou Hsiao Bing is for an initial term of three years commencing from 15 June 2010 (which will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other). Pursuant to the service contract, Mr. Hou Hsiao Bing is entitled to a monthly salary of HK\$76,667. With effect from 1 April 2011, the monthly salary of Mr. Hou has been increased from HK\$76,667 to HK\$125,000.

As at the Latest Practicable Date, Mr. Hou Hsiao Bing was interested in 131,150,000 Shares within the meaning of Part XV of the SFO, representing approximately 10.15% of the issued share capital of the Company and thus is a substantial Shareholder.

Save as disclosed above, Mr. Hou Hsiao Bing has not held any positions with the Company and other members of the Group, nor had any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders. Mr. Hou Hsiao Bing also has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor other major appointments and professional qualifications.

As disclosed in the announcement of the Company dated 19 June 2015, Mr. Hou was arrested by the Independent Commission Against Corruption of Hong Kong ("ICAC") on 26 May 2015 and were released on 28 May 2015. The investigation of the ICAC related to a proposed acquisition, the negotiation of which took place in 2009 and which subsequently fell through in 2010. As at the Latest Practicable Date, the investigation was still ongoing and no charges had been laid by the ICAC against Mr. Hou.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (q) and (s) to (v) of the GEM Listing Rules and there is no other matters relating to the re-election of Mr. Hou Hsiao Bing that need to be brought to the attention of the Shareholders.

**MENG XIANGLIN**

Mr. Meng Xianglin, aged 51, was appointed as an independent non-executive Director on 27 November 2012. Mr. Meng was graduated from Beijing College of Economics (北京經濟學院) (currently known as Capital University of Economics and Business) and obtained a bachelor degree in economics in 1987. After his graduation, Mr. Meng worked as a committee member of the All-China Federation of

Industry & Commerce (中華全國工商業聯合會) until 1992. From 1992 to 2001, he worked as a reporter and editor at Zhong Hua Gong Shang Shi Bao She (中華工商時報社). In 2000, he was granted with the qualification of senior editor (主任編輯) by the General Administration of Press and Publication of the PRC.

From 2001 onwards, Mr. Meng is the chief executive officer of an investment company in Beijing. Mr. Meng is experienced in the media and publishing industry, as well as investment. There is no service contract between the Company and Mr. Meng Xianglin. The remuneration of Mr. Meng is HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities.

Save as disclosed above, Mr. Meng Xianglin has not held any positions with the Company and other members of the Group, nor had any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders. Mr. Meng also has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Meng Xianglin did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters relating to the re-election of Mr. Meng Xianglin that need to be brought to the attention of the Shareholders.

## **DONG GUANGWU**

Mr. Dong Guangwu, aged 43, was appointed as an independent non-executive Director on 27 November 2012. Mr. Dong was graduated from Gangsu Agricultural University and obtained a bachelor degree in agriculture in 1995. In 1996, Mr. Dong studied economic law on part-time basis in the Northwest Institute of Politics and Law (西北政法學院) (currently known as Northwest University of Politics and Law) and graduated in 1998. In 1998, Mr. Dong was granted the Chinese Lawyers Qualification Certificate (中國律師資格證書) by the Judicial Department of the PRC. Mr. Dong has been a practicing lawyer for more than 15 years and is currently a partner of a law firm in the PRC.

There is no service contract between the Company and Mr. Dong Guangwu. The remuneration of Mr. Dong is HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities.

Save as disclosed above, Mr. Dong Guangwu has not held any positions with the Company and other members of the Group, nor had any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders. Mr. Dong also has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Dong Guangwu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters relating to the re-election of Mr. Dong Guangwu that need to be brought to the attention of the Shareholders.

**SHI HUIZHONG**

Mr. Shi, Huizhong aged 40, was appointed as an independent non-executive Director on 11 September 2014. Mr. Shi was graduated from the Jinan University with a Bachelor of Management degree majoring in accounting. Mr. Shi is a member of the Chinese Institute of Certified Public Accountants and a certified internal auditor of the Institute of Internal Auditors. Mr. Shi has 19 years' experience in auditing and corporate financial management. Mr. Shi also has abundant experience in company strategic and financial planning, company management and risk management.

Pursuant to the letter of appointment signed between Mr. Shi and the Company, Mr. Shi has been appointed for a term of 1 year commencing from 11 September 2014 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the Articles. His current monthly remuneration is HK\$20,000, which was determined with reference to the prevailing market conditions, his role and responsibilities.

Save as disclosed above, Mr. Shi Huizhong has not held any positions with the Company and other members of the Group, nor had any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders. Mr. Shi also has not held any other directorships in the last three years in the public companies the securities of which are listed on any securities market in Hong Kong or overseas nor other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Shi did not have any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Shi that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE AGM

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# CHINA TECHNOLOGY SOLAR POWER HOLDINGS LIMITED 中科光電控股有限公司\*

*(incorporated in the Cayman Islands with limited liability)*

(stock code: 8111)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Technology Solar Power Holdings Limited (“**Company**”) will be held at Horizon Room, 7th Floor, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 20 August 2015 at 11:00 a.m. to consider and, if thought fit, transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors of the Company and the independent auditors for the year ended 31 March 2015;
- 2A. to re-elect Mr. Hou Hsiao Bing as a director of the Company;
- 2B. to re-elect Mr. Meng Xianglin as a director of the Company;
- 2C. to re-elect Mr. Dong Guangwu as a director of the Company;
- 2D. to re-elect Mr. Shi Huizhong as a director of the Company; and
- 2E. to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
3. to re-appoint the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration;

## ORDINARY RESOLUTIONS

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong

\* for identification purposes only



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## NOTICE OF THE AGM

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Limited (“**GEM Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each, a “**Share**”) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution; and
  - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

**“Rights Issue”** means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase shares (each, a **“Share”**) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the issued share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

On behalf of the Board  
**China Technology Solar Power Holdings Limited**  
**Chiu Tung Ping**  
*Chairman and executive director*

Hong Kong, 16 July 2015

*Registered office:*

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

*Principal place of business  
in Hong Kong:*

Room 1801  
18th Floor  
Kai Tak Commercial Building  
317 & 319 Des Voeux Road Central  
Hong Kong

As at the date of this notice, the directors of the Company are as follows:

*Executive directors:*

Chiu Tung Ping (*Chairman*)  
Yuen Hing Lan  
Hou Hsiao Bing  
Hu Xin

*Independent non-executive directors:*

Shi Huizhong  
Meng Xianglin  
Dong Guangwu

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*Notes:*

1. A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company. A proxy need not be a shareholder of the Company. In addition, a proxy shall be entitled to exercise the same powers on behalf of a shareholder which is a corporation and for which he/she/it acts as proxy as such shareholder could exercise if it were an individual shareholder.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the principal place of business of the Company in Hong Kong at Room 1801, 18th Floor, Kai Tak Commercial Building, 317 & 319 Des Voeux Road Central, Hong Kong not later than 48 hours before the time of the above meeting or any adjourned meeting.
4. In relation to proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the directors of the Company of a general mandate to authorise the allotment and issue of shares under the GEM Listing Rules. The directors of the Company have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.
5. In relation to proposed resolution numbered 5 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company.
6. Delivery of an instrument appointing a proxy should not preclude a shareholder of the Company from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. In compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the meeting convened by this notice will be voted by way of poll.

*This notice will remain on the Company's website with the domain name of [www.chinatechsolar.com](http://www.chinatechsolar.com) and on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited with the domain name of [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least seven days from the date of its posting.*