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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.

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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, 7/F, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on 28 September 2011 at 11:00 a.m. is set out on pages 16 to 21 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 office of the Company in Hong Kong at Room 1104, SUP Tower, 75 King’s Road, 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 and on the website of the Growth Enterprise Market of the Stock Exchange 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.

29 August 2011

\* *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, 7/F, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on 28 September 2011 at 11:00 a.m.
“Articles”	the articles of association of the Company adopted on 13 December 2000, as amended from time to time
“associates”	has the meaning as defined under the GEM Listing Rules
“Board”	the board of Directors
“Company”	China Technology Solar Power Holdings Limited (formerly known as Soluteck Holdings Limited), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company held on 20 January 2011 at which the Shareholders has approved the grant of 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 share capital of the Company in issue as at the date of passing of such resolution
“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

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## DEFINITIONS

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“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 share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	24 August 2011, 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 the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital in issue 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

Leung King Pak

Wang Daling

Hou Hsiao Bing

Hou Hsiao Wen

Zeng Xiangyi

Xu Wei

Ren Huiye

*Independent non-executive Directors:*

Tam Kam Biu, William

Zhou Jing

Yang Guocai

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place*

*of business in Hong Kong:*

Room 1104, SUP Tower

75 King's Road

Hong Kong

29 August 2011

*To the Shareholders*

Dear Sir/Madam

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

**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

Pursuant to the ordinary resolution passed by the Shareholders at the EGM, the Directors were granted a general and unconditional mandate to allot and issue up to 147,438,414 new Shares. At the annual general meeting of the Company held on 2 September 2010, the Directors were granted, among other things, a general and unconditional mandate to repurchase, on the Stock Exchange, Shares up to a maximum of 10% of the nominal share capital of the Company in issue as at the date of passing of the relevant resolution. The abovementioned mandates will expire at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the aggregate nominal share capital of the Company in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 870,192,072 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 174,038,414 Shares.

At the AGM, an ordinary resolution will also be proposed to give 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 nominal share capital of the Company in issue 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 issued Shares 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.

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.

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.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

In accordance with Article 108(A) of the Articles, Mr. Hou Hsiao Bing, Mr. Hou Hsiao Wen and Mr. Zeng Xiangyi will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

In accordance with Article 112 of the Articles, Ms. Ren Huiye, Mr. Zhou Jing and Mr. Yang Guocai shall hold office only until the next general meeting of the Company (i.e. the AGM) and each of them, being eligible, offers himself/herself for re-election as a Director at the AGM.

Particulars of Mr. Hou Hsiao Bing, Mr. Hou Hsiao Wen, Mr. Zeng Xiangyi, Ms. Ren Huiye, Mr. Zhou Jing and Mr. Yang Guocai 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 annual general meeting 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.

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.



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## LETTER FROM THE BOARD

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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 2011, 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.

### **GENERAL INFORMATION**

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

### **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.

By order 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 870,192,072 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 87,019,207 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 2011, 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
August 2010	0.4700	0.3500
September 2010	0.5700	0.3900
October 2010	0.5700	0.4450
November 2010	0.5500	0.4300
December 2010	0.5400	0.4300
January 2011	0.4850	0.2750
February 2011	0.4150	0.3000
March 2011	0.3700	0.2650
April 2011	0.3200	0.2750
May 2011	0.4750	0.2700
June 2011	0.4550	0.3800
July 2011	0.5500	0.3800
August 2011 (up to the Latest Practicable Date)	0.5900	0.4500

## 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 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 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 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 connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

**PARTICULARS OF DIRECTORS OFFERED FOR RE-ELECTION**

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

**Mr. Hou Hsiao Bing**

Mr. Hou Hsiao Bing, aged 56, is an executive Director and the chairman of the remuneration committee of the Company. Mr. Hou Hsiao Bing joined the Company in April 2000 as an executive Director and has been the chairman of the Board from 5 August 2002 to 6 April 2011.

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). According to the service contract, Mr. Hou Hsiao Bing is entitled to an annual salary of HK\$920,000, which has been increased to HK\$1,500,000 starting from 1 April 2011. The annual salary of Mr. Hou Hsiao Bing is determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy.

Mr. Hou Hsiao Bing holds a Diploma of Marketing from the Hong Kong Polytechnic University and has more than 30 years' experience in China business.

As at the Latest Practicable Date, apart from being an executive Director, Mr. Hou Hsiao Bing did not hold any directorship in other listed companies in the last three years.

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 15.07% of the issued share capital of the Company and thus is a substantial Shareholder.

Mr. Hou Hsiao Bing is the elder brother of Mr. Hou Hsiao Wen, an executive Director and a Shareholder.

Save as disclosed above, Mr. Hou Hsiao Bing has not held any other major appointment and professional qualifications, nor does he have any relationship with any Director, senior management, substantial shareholders, or controlling shareholders of the Company.

The Board confirmed that there are no other matters concerning the re-election of Mr. Hou Hsiao Bing as a Director that need to be brought to the attention of the holders of securities of the Company and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Hou Hsiao Wen**

Mr. Hou Hsiao Wen, aged 51, an executive Director, is the chief executive officer of the Group starting from 1 January 2008, and is the compliance officer and one of the authorized representatives of the Company. He is in charge of the Group's business development and business management and monitors the Group's day-to-day operation.

Mr. Hou Hsiao Wen 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 Wen 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). According to the service contract, Mr. Hou Hsiao Wen is entitled to an annual salary of HK\$1,000,000, which has been increased to HK\$1,500,000 starting from 1 April 2011. The annual salary of Mr. Hou Hsiao Wen is determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy.

Mr. Hou Hsiao Wen has over 24 years' experience in the information technology industry in the PRC. Mr. Hou Hsiao Wen holds a Bachelor of Science degree in Information System from the Ohio State University in the United States of America. Prior to joining the Group in January 2000, he was the managing director of a private company principally engaged in providing satellite TV network solutions in the PRC.

As at the Latest Practicable Date, apart from being an executive Director, Mr. Hou Hsiao Wen did not hold any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Hou Hsiao Wen was interested in 25,370,000 Shares within the meaning of Part XV of the SFO representing approximately 2.92% of the issued share capital of the Company.

Mr. Hou Hsiao Wen is the younger brother of Mr. Hou Hsiao Bing, an executive Director and a substantial Shareholder.

Save as disclosed above, Mr. Hou Hsiao Wen has not held any other major appointment and professional qualifications, nor does he have any relationship with any Director, senior management, substantial shareholders, or controlling shareholders of the Company.

The Board confirmed that there are no other matters concerning the re-election of Mr. Hou Hsiao Wen as a Director that need to be brought to the attention of the holders of securities of the Company and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Zeng Xiangyi**

Mr. Zeng Xiangyi, aged 44, was appointed as an executive Director with effect from 15 June 2010.

Mr. Zeng Xiangyi graduated from Zhejiang Gongshang University in Finance and Accountancy. He is a member of the Chinese Institute of Certified Public Accountants, a certified internal auditor (CIA) of the Institute of Internal Auditors and a registered financial planner (RFP) of the Registered Financial Planners Institute. Mr. Zeng has 21 years of experience in corporate finance and administration, auditing and internal control, comprehensive analysis and management. Mr. Zeng has been the general manager of the finance department of Shenzhen Innoessen Biotechnology Co., Ltd. since 2006. He has also been a manager of the internal audit department of Guangdong Strong Group Co., Ltd. and a manager of the auditing department of Shenzhen Woer Heat-Shrinkable Material Co., Ltd.

As at the Latest Practicable Date, there is no letter of appointment entered into between the Company and Mr. Zeng Xiangyi. Mr. Zeng Xiangyi is not appointed for any specified term and is subject to retirement by rotation and other related provisions as stipulated in the Articles. As at the Latest Practicable Date, Mr. Zeng Xiangyi is entitled to HK\$10,000 per month which is determined by the Board with reference to the prevailing market conditions, his roles and responsibilities.

As at the Latest Practicable Date, apart from being an executive Director, Mr. Zeng Xiangyi did not hold any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Zeng Xiangyi did not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zeng Xiangyi has not held any other major appointment and professional qualifications, nor does he have any relationship with any Director, senior management, substantial shareholders, or controlling shareholders of the Company.

The Board confirmed that there are no other matters concerning the re-election of Mr. Zeng Xiangyi as a Director that need to be brought to the attention of the holders of securities of the Company and there is no information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Ms. Ren Huiye**

Ms. Ren Huiye, aged 47, is an executive Director. Ms. Ren Huiye joined the Company on 4 August 2011.

Ms. Ren Huiye obtained the Bachelor of Agriculture from 青海畜牧獸醫學院 (unofficial English translation being Qinghai Pasturage Veterinary School) (presently known as Qinghai University), the PRC. Ms. Ren Huiye has also obtained the qualification of pasturer (畜牧師) in the PRC and is the vice general manager and the acting general manager of 青海百科光電有限責任公司 (unofficial English translation being Qinghai Baike Solar Power Co., Ltd.), an indirect wholly-owned subsidiary of the Company established in the PRC. Ms. Ren Huiye is experienced in engineering services and corporate management.

Ms. Ren Huiye has not entered into any service contract with the Company and is not appointed for a specified term and is subject to retirement by rotation and other related provisions as stipulated in the Articles. Ms. Ren Huiye is entitled to a monthly salary of HK\$20,000 which was determined by the Board with reference to the prevailing market conditions, her roles and responsibilities.

As at the Latest Practicable Date, apart from being an executive Director, Ms. Ren Huiye did not hold any other directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Ms. Ren Huiye did not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Ren Huiye has not held any other major appointment and professional qualifications, nor does she have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

The Board confirmed that there are no other matters concerning the re-election of Ms. Ren Huiye as a Director that need to be brought to the attention of the holders of securities of the Company and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.



**Mr. Zhou Jing**

Mr. Zhou Jing, aged 61, is an independent non-executive Director and a member of each of the audit committee and remuneration committee of the Company. Mr. Zhou Jing joined the Company on 29 July 2011.

Mr. Zhou Jing completed the study in boiler professional (鍋爐專業) in power machinery faculty (動力機械系) in Xi'an Jiaotong University, the PRC. Mr. Zhou Jing is a senior economist (高級經濟師) and a professional supervision engineer (專業監理工程師). Mr. Zhou Jing worked in Northwest Power Construction Group Corporation from 1996 to 2009. Mr. Zhou Jing is experienced in providing management and electronic system management training.

Mr. Zhou Jing has not entered into any service contract with the Company and is appointed for a term of one year and is subject to retirement by rotation and other related provisions as stipulated in the Articles. Mr. Zhou Jing is entitled to a monthly salary of HK\$8,333 which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities.

As at the Latest Practicable Date, apart from being an independent non-executive Director, Mr. Zhou Jing did not hold any other directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Zhou Jing did not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhou Jing has not held any other major appointment and professional qualifications, nor does he have any relationship with any Director, senior management, substantial shareholders, or controlling shareholders of the Company.

The Board confirmed that there are no other matters concerning the re-election of Mr. Zhou Jing as a Director that need to be brought to the attention of the holders of securities of the Company and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Yang Guocai**

Mr. Yang Guocai, aged 58, is an independent non-executive Director and a member of each of the audit committee and the remuneration committee of the Company. Mr. Yang Guocai joined the Company on 29 July 2011.

Mr. Yang Guocai holds a Bachelor degree in Glassland from Gansu Agricultural University, the PRC. Mr. Yang Guocai is a certified senior project manager (IPMA Level B) accredited by the International Project Management Association. Mr. Yang Guocai was secretariat (秘書長) of the Gansu Provincial Branch of the China Council for the Promotion of International during the period from March 2002 to January 2010. Mr. Yang Guocai is experienced in project management.

Mr. Yang Guocai has not entered into any service contract with the Company and is appointed for a term of one year and is subject to retirement by rotation and other related provisions as stipulated in the Articles. Mr. Yang Guocai is entitled to a monthly salary of HK\$8,333 which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities.

As at the Latest Practicable Date, apart from being an independent non-executive Director, Mr. Yang Guocai did not hold any other directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Yang Guocai did not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yang Guocai has not held any other major appointment and professional qualifications, nor does he have any relationship with any Director, senior management, substantial shareholders, or controlling shareholders of the Company.

The Board confirmed that there are no other matters concerning the re-election of Mr. Yang Guocai as a Director that need to be brought to the attention of the holders of securities of the Company and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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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, 7/F, Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on 28 September 2011 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 report for the year ended 31 March 2011;
- 2A. to re-elect Mr. Hou Hsiao Bing as a director of the Company;
- 2B. to re-elect Mr. Hou Hsiao Wen as a director of the Company;
- 2C. to re-elect Mr. Zeng Xiangyi as a director of the Company;
- 2D. to re-elect Ms. Ren Huiye as a director of the Company;
- 2E. to re-elect Mr. Zhou Jing as a director of the Company;
- 2F. to re-elect Mr. Yang Guocai as a director of the Company;
- 2G. to authorize the board of directors 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;

\* *for identification purposes only*

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## NOTICE OF THE AGM

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### 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 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 share capital of the Company in issue 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 share capital of the Company in issue 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

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## NOTICE OF THE AGM

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- (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
- (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

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## NOTICE OF THE AGM

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- (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
  - (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 it is hereby extended by the addition to the aggregate nominal amount of the shares 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 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.”

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

Hong Kong, 29 August 2011

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## NOTICE OF THE AGM

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*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in  
Hong Kong:*  
Room 1104, SUP Tower  
75 King's Road, 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  
Leung King Pak  
Wang Daling  
Hou Hsiao Bing  
Hou Hsiao Wen  
Zeng Xiangyi  
Xu Wei  
Ren Huiye

*Independent non-executive directors:*

Tam Kam Biu, William  
Zhou Jing  
Yang Guocai

*Notes:*

1. A member 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 proxy need not be a member of the Company.
2. 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 offices of the Company, Room 1104, SUP Tower, 75 King's Road, Hong Kong not later than 48 hours before the time of the above meeting or any adjourned meeting.
3. 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.
4. 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.
5. Delivery of an instrument appointing a proxy should not preclude a member 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.

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## NOTICE OF THE AGM

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6. 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.
7. 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 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.*