



SUNPOWER GROUP LTD.

(Company Registration No. 35230)
(Incorporated in Bermuda with limited liability)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of the members of the Company will be held on 13 August 2014, at Marina Mandarin Singapore, Level 6, Vanda 2, 6 Raffles Boulevard, Marina Square, Singapore 039594 at 9.30 a.m. for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolution:

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders of the Company dated 21 July 2014 (the "Circular").

ORDINARY RESOLUTION

The proposed adoption of the Sunpower Performance Share Plan

It is **RESOLVED** that, contingent upon the passing of the Special Resolution as stated below, the performance share plan to be known as the "Sunpower Performance Share Plan", the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the rules of the Sunpower Performance Share Plan, and the Directors of the Company and/or the Remuneration Committee of the Company be and are hereby authorised:

- (a) to establish and administer the Sunpower Performance Share Plan;
- (b) to modify and/or amend the Sunpower Performance Share Plan from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Sunpower Performance Share Plan and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Sunpower Performance Share Plan; and
- (c) to grant Award(s) in accordance with the rules of the Sunpower Performance Share Plan and to allot and issue from time to time such number of New Shares as may be required to be issued pursuant to the vesting of the Award(s) under the Sunpower Performance Share Plan. For the avoidance of doubt, shareholders' pre-emptive right under Bye-law 10 of the Bye-laws of the Company does not apply; and
- (d) to complete and do all such acts and things, and to approve, execute and deliver on behalf of the Company all such documents as they may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

SPECIAL RESOLUTION

The proposed amendment to Bye-law 145 of the Bye-laws

It is **RESOLVED**, that:

- (a) Bye-law 145 of the Bye-laws be amended by inserting the following new paragraph (C) with the marginal note "Issuance of shares for share incentive or option scheme or plan" after paragraphs (B) of Bye-law 145:

"(C) In addition and without prejudice to the powers provided for by Bye-laws 145(A) and 145(B), the Directors may from time to time resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund which is available for distribution in paying up in full unissued shares of the Company, in each case on terms that such shares shall, upon issue, be credited as fully paid and held by or for the benefit of any one or more participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in general meeting and on such terms as the Directors shall think fit."; and

- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things, and to approve, execute and deliver on behalf of the Company all such documents as they may consider necessary, desirable, expedient or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

By order of the Board

Guo Hong Xin
Executive Director, Chairman
21 July 2014

Notes:

- (1) Terms and expressions not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 21 July 2014.
- (2) With the exception of CDP (which may appoint more than two (2) proxies), a member of the Company who is entitled to attend and vote at the SGM and who is the holder of two (2) or more Shares is entitled to appoint no more than two (2) proxies to attend the meeting and vote in his stead. A proxy need not be a member of the Company.
- (3) All Depositor Proxy Forms must be lodged at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower Singapore 048623, not less than forty-eight (48) hours before the time appointed for holding the SGM in order for the proxy to be entitled to attend and vote at the SGM.