



SUNPOWER GROUP LTD.

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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting ("SGM") of the members of the Company will be held at Level 6, Vanda 5, Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 1 March 2017 at 10.30 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions ("**Resolutions**"):

All capitalised terms used in this Notice of SGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular of the Company dated 13 February 2017 to Shareholders.

Shareholders should note that all the Resolutions are inter-conditional upon each other. Accordingly, in the event that any of these Resolutions is not approved, the other Resolutions will not be duly passed.

AS ORDINARY RESOLUTIONS

RESOLUTION 1 – PROPOSED ISSUE OF CONVERTIBLE BONDS DUE 2022 OF AN AGGREGATE PRINCIPAL AMOUNT OF US\$110 MILLION CONVERTIBLE INTO FULLY PAID-UP NEW ORDINARY SHARES OF THE COMPANY TO GLORY SKY VISION LIMITED ("PROPOSED CONVERTIBLE BONDS ISSUE")

THAT, subject to Resolutions 2, 3 and 4 being passed:

- (a) approval be and is hereby given to the Directors or any of them to create and issue convertible bonds due 2022 of an aggregate principal amount of US\$110 million ("**Bonds**") to Glory Sky Vision Limited ("**Investor**") in accordance with the terms and conditions of the Bonds ("**Terms and Conditions**"), such Bonds to be convertible into new ordinary shares of the Company ("**Conversion Shares**") at a conversion price determined in accordance with the Terms and Conditions, and subject to such adjustments as the Terms and Conditions shall stipulate ("**Conversion Price**"); and
- (b) approval be and is hereby given to the Directors and any of them to complete and to do all such acts and things as they may consider necessary, desirable, expedient to give effect to this Resolution 1, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and approved.

RESOLUTION 2 – PROPOSED ISSUE OF CONVERSION SHARES PURSUANT TO THE PROPOSED CONVERTIBLE BONDS ISSUE

THAT, subject to Resolutions 1, 3 and 4 being passed, and pursuant to Rule 811(3) of the Listing Manual:

- (a) approval be and is hereby given to the Directors or any of them to allot and issue:
 - (i) such number of Conversion Shares pursuant to the Proposed Convertible Bonds Issue, at the Conversion Price as may be required or permitted to be allotted or issued on the conversion of the Bonds, to the holders of the Bonds ("**Bondholders**") on the date of conversion thereof, subject to and otherwise in accordance with the Terms and Conditions, whereby such Conversion Shares when issued shall rank *pari passu* in all respects with the then existing shares of the Company save as may be provided in the Terms and Conditions;
 - (ii) on the same basis as paragraph (a)(i) above, such further Conversion Shares as may be required to be allotted and issued on the conversion of any of the Bonds upon the adjustment of the Conversion Price in accordance with the Terms and Conditions;
 - (iii) such number of Conversion Shares referred to in paragraphs (a)(i) and (a)(ii) above to the Bondholders; and
 - (iv) such number of securities as may be required or permitted to be allotted and issued pursuant to the Pre-Emptive Right (as defined below) to Bondholders (including the Investor); and
- (b) approval be and is hereby given to the Directors and any of them to complete and to do all such acts and things as they may consider necessary, desirable, expedient to give effect to this Resolution 2, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and approved.

Notes:

- (1) In the event that the Bonds are converted in full, based on the initial Conversion Price of S\$0.50¹ per Conversion Share, the number of Conversion Shares to be allotted and issued by the Company to Bondholders will be 313,368,000, representing approximately 28.23% of the Enlarged Share Capital, which is based on the assumption that the outstanding options under the ESOS as at the Latest Practicable Date are exercised in full.

Assuming that the Bonds are converted in full at a Conversion Price which has been adjusted in accordance with the Terms and Conditions, based on the minimum Conversion Price of approximately S\$0.1855, a maximum of up to 844,479,493 Conversion Shares may be allotted and issued to Bondholders, representing approximately 51.45% of the Shares on a fully-diluted basis of 1,641,356,635 Shares.²

- (2) In this resolution, "**Pre-Emptive Right**" means:

- (i) in the case of issuance of any Shares, securities convertible or exchangeable into Shares, or other equity securities of any type or class ("**Additional Shares**") from time to time, where the aggregate gross proceeds from such issuances do not exceed US\$70 million ("**Subsequent Issuance**"), the right of the Investor to be offered by the Company to acquire all or any portion of the Additional Shares on terms no less favourable than the terms offered to any proposed recipient; and
- (ii) the right of each of the Bondholders to be offered by the Company to acquire, its *pro rata* share (assuming all the Bonds have been converted into Shares) of such Additional Shares on terms no less favourable than the terms offered to any proposed recipient.

RESOLUTION 3 – PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

THAT, subject to Resolutions 1, 2 and 4 being passed:

- (a) the authorised share capital of the Company be and is hereby increased from US\$8,000,000 divided into 800,000,000 shares of US\$0.01 each to US\$14,000,000 divided into 1,400,000,000 shares of US\$0.01 each ranking *pari passu* with the existing shares of the Company; and
- (b) approval be and is hereby given to the Directors and any of them to complete and to do all such acts and things as they may consider necessary, desirable, expedient to give effect to this Resolution 3, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents (if required) and to arrange for the requisite filings in connection with the increase, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and approved.

RESOLUTION 4 – PROPOSED POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO GLORY SKY VISION LIMITED (OR ITS TRANSFEREES) ARISING FROM THE PROPOSED CONVERTIBLE BONDS ISSUE

THAT, subject to Resolutions 1, 2 and 3 being passed:

- (a) approval be and is hereby given for the issue of Conversion Shares upon conversion of the Bonds that could potentially result in the transfer of controlling interest in the Company to the Investor (or its transferees) under Rule 803 of the Listing Manual arising from the Proposed Convertible Bonds Issue; and
- (b) approval be and is hereby given to the Directors and any of them to complete and to do all such acts and things as they may consider necessary, desirable, expedient to give effect to this Resolution 4, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and approved.

By Order of the Board

Guo Hong Xin
Executive Chairman
13 February 2017

Notes:

- (1) With the exception of CDP (which may appoint more than two proxies), a member of the Company who is entitled to attend and vote at the SGM and who is the holder of two or more Shares is entitled to appoint no more than two proxies to attend the SGM and vote in his stead. A proxy need not be a member of the Company.
- (2) All Depository Proxy Forms must be lodged at the office of the Company's Singapore Share Transfer Agent, RHT Corporate Advisory Pte. Ltd., at 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619, **not less than 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.**

The SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

¹ The fixed exchange rate of US\$1:S\$1.4244 will be used for purposes of calculating the number of Conversion Shares to be allotted and issued.

² Please refer to **Appendix 3** to the Company's Circular dated 13 February 2017 for an illustration in relation to the Performance Adjustments.