

INVITATION

TO OUR ANNUAL GENERAL MEETING

Sunways Aktiengesellschaft, Constance, ISIN DE0007332207,
German Stock Index No. 733 220

Wednesday, 17 June 2009 at 10:00 a.m.

Steigenberger Inselhotel | Auf der Insel 1 | 78462 Constance | Germany

sunways
Photovoltaic Technology

AGENDA

1. PRESENTATION OF THE ADOPTED FINANCIAL STATEMENTS AND APPROVED CONSOLIDATED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2008, THE MANAGEMENT REPORT AND GROUP MANAGEMENT REPORT AND THE SUPERVISORY BOARD'S REPORT ON THE FISCAL YEAR 2008 AS WELL AS THE MANAGEMENT BOARD'S EXPLANATORY REPORT RELATING TO THE INFORMATION IN ACCORDANCE WITH §§ 289 SUBPARAGRAPH 4, 315 SUBPARAGRAPH 4 OF THE COMMERCIAL CODE (HGB) FOR THE FISCAL YEAR ENDED ON 31 DECEMBER 2008
2. RESOLUTION ON THE FORMAL APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE MANAGEMENT BOARD FOR THE FISCAL YEAR 2008
The Management Board and Supervisory Board propose granting formal approval of the actions of the members of the Management Board for the fiscal year 2008.
3. RESOLUTION ON THE FORMAL APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE FISCAL YEAR 2008
The Management Board and Supervisory Board propose granting formal approval of the actions of the members of the Supervisory Board for the fiscal year 2008.

4. **MODIFICATION OF § 8 SUBPARAGRAPH 1 OF THE ARTICLES OF INCORPORATION**

A | The number of Supervisory Board members is set forth in § 8 subparagraph 1 of the articles of incorporation. The number of the Company's Supervisory Board members is to be reduced in the future from presently six to three.

B | Therefore, the Management Board and Supervisory Board propose revising the wording of § 8 subparagraph 1 of the articles of incorporation to read as follows:

“(1)The Supervisory Board shall be composed of three members.”

5. **CANCELLATION OF § 8 SUBPARAGRAPH 5 OF THE ARTICLES OF INCORPORATION**

A | Pursuant to the provisions of § 8 subparagraph 5 of the articles of incorporation, Supervisory Board members may be prematurely relieved of office by a resolution requiring a simple majority of the votes cast. In the future, the statutory provisions (§ 103 I 2 of the Stock Corporation Act (AktG)) and thus a three-quarters majority of the votes cast shall apply to the dismissal of Supervisory Board members.

B | Therefore, the Management Board and Supervisory Board propose the deletion without substitution of § 8 subparagraph 5 of the articles of incorporation. Former § 8 subparagraph 6 shall become § 8 subparagraph 5 of the articles of incorporation.

6. **MODIFICATION OF § 10 SUBPARAGRAPH 4 OF THE ARTICLES OF INCORPORATION**

A | § 10 subparagraph 4 of the articles of incorporation has to be modified as a consequence of the reduced number of Supervisory Board members proposed pursuant to item 4 of the agenda.

B I Therefore, the Management Board and Supervisory Board propose modifying § 10 subparagraph 4 of the articles of incorporation to read as follows:

“(4) The Supervisory Board shall only have quorum if at least three members are involved in the passing of a resolution. The majority of the votes cast shall be decisive for the resolution’s validity.”

7. **MODIFICATION OF § 12 SUBPARAGRAPH 1 OF THE ARTICLES OF INCORPORATION (REMUNERATION OF THE SUPERVISORY BOARD)**

A I The Supervisory Board’s remuneration shall be adjusted. This requires a modification of the articles of incorporation.

B I Therefore, the Management Board and Supervisory Board propose revising § 12 subparagraph 1 of the articles of incorporation to read as follows:

“(1) In addition to the reimbursement of his expenses, each Supervisory Board member shall receive a remuneration of € 24,000 at the end of any fiscal year. The chairman shall receive twice that amount, the deputy chairman one and a half times that amount. Furthermore, each Supervisory Board member shall receive an attendance fee of € 1,500 for each meeting. In the event that the term of office of any member starts or ends during the fiscal year, the amount referred to in sentence 1 above shall be reduced on a pro rata temporis basis for that member.”

This provision shall apply for the fiscal year 2009 on a pro rata temporis basis as from the date of registration of the amendment.

8. RESOLUTION ON THE CANCELLATION OF AUTHORIZED CAPITAL PURSUANT TO § 5 SUBPARAGRAPH 2 OF THE ARTICLES OF INCORPORATION AND THE CREATION OF NEW AUTHORIZED CAPITAL WITH THE AUTHORIZATION TO EXCLUDE PRE-EMPTIVE RIGHTS AS WELL AS A CORRESPONDING MODIFICATION OF THE ARTICLES OF INCORPORATION

The Management Board and Supervisory Board propose passing the following resolution:

A | The authorization granted by the general meeting on 24 May 2007 pursuant to § 5 subparagraph 2 of the articles of incorporation to increase the Company's nominal capital by up to a total of € 5,600,000 by 23 May 2012 (authorized capital) is cancelled.

B | The Management Board is authorized, with the consent of the Supervisory Board, to increase the Company's nominal capital by up to a total of € 5,790,000 through the issuance of new bearer shares against cash and/or in-kind contributions (authorized capital) by 15 June 2014.

The Management Board is authorized, with the consent of the Supervisory Board, to exclude shareholders' statutory preemptive rights

- with respect to share fraction amounts;
- in the event of capital increases against in-kind contribution for the granting of shares, in particular also for the purpose of acquiring any companies or parts thereof or interests therein;
- in the event of a capital increase against cash contribution, if the total prorated amount of nominal capital attributable to the new shares for which the preemptive right is excluded does not exceed 10 % of the nominal capital at the time the resolution on the utilization of authorized capital is passed and the issue price is not significantly lower than the price quoted on the stock exchange. For purposes of this limit of 10 % of the nominal share capital, any shares shall be taken into account (i) that are issued or sold, excluding preemptive rights, during the term of this authorization through direct

or mutatis mutandis application of § 186 subparagraph 3 sentence 4 of the Stock Corporation Act (Aktiengesetz) or (ii) that are or may be issued to satisfy bonds with conversion and/or share option rights to the extent that the bonds are issued, excluding the preemptive rights of shareholders, after the effective date of this authorization through mutatis mutandis application of § 186 subparagraph 3 sentence 4 of the Stock Corporation Act (Aktiengesetz);

- in the event of a capital increase for the issuance of employee shares, if the total prorated amount of nominal capital attributable to the new shares for which the preemptive right is excluded does not exceed 10 % of the nominal capital as of the issue date.

The Management Board is authorized, with the consent of the Supervisory Board, to determine further details relating to the implementation of capital increases from authorized capital.

C I § 5 subparagraph 2 of the articles of incorporation shall be revised to read as follows:

“(2) The Management Board is authorized, with the consent of the Supervisory Board, to increase the Company’s nominal capital by up to a total of € 5,790,000 through the issuance of new bearer shares against cash and/or in-kind contributions (authorized capital) by 15 June 2014.

The Management Board is authorized, with the consent of the Supervisory Board, to exclude shareholders’ statutory preemptive rights

- with respect to share fraction amounts;
- in the event of capital increases against in-kind contribution for the granting of shares, in particular also for the purpose of acquiring any companies or parts thereof or interests therein;

- in the event of a capital increase against cash contribution, if the total prorated amount of nominal capital attributable to the new shares for which the preemptive right is excluded does not exceed 10 % of the nominal capital at the time the resolution on the utilization of authorized capital is passed and the issue price is not significantly lower than the price quoted on the stock exchange. For purposes of this limit of 10 % of the nominal share capital, any shares shall be taken into account (i) that are issued or sold, excluding preemptive rights, during the term of this authorization through direct or mutatis mutandis application of § 186 subparagraph 3 sentence 4 of the Stock Corporation Act (Aktiengesetz) or (ii) that are or may be issued to satisfy bonds with conversion and/or share option rights to the extent that the bonds are issued, excluding the preemptive rights of shareholders, after the effective date of this authorization through mutatis mutandis application of § 186 subparagraph 3 sentence 4 of the Stock Corporation Act (Aktiengesetz);
- in the event of a capital increase for the issuance of employee shares, if the total prorated amount of nominal capital attributable to the new shares for which the preemptive right is excluded does not exceed 10 % of the nominal capital as of the issue date.

The Management Board is authorized, with the consent of the Supervisory Board, to determine further details relating to the implementation of capital increases from authorized capital.”

9. RESOLUTION ON THE AUTHORIZATION TO GRANT SHARE OPTIONS TO EMPLOYEES AND EXECUTIVES OF SUNWAYS AG AND ASSOCIATED COMPANIES AS WELL AS THE CREATION OF A NEW CONDITIONAL CAPITAL V TO SATISFY THE SUNWAYS LONG TERM INCENTIVE PLAN 2009 AND A CORRESPONDING MODIFICATION OF THE ARTICLES OF INCORPORATION
- The Management Board and Supervisory Board propose passing the following resolution:

A | Issue of share options

The Management Board is authorized, with the consent of the Supervisory Board, to issue share options with a maturity of up to ten years for up to 350,000 non-par value shares to bearer in the Company under the Sunways Long Term Incentive Plan 2009 by 16 June 2014 to individuals falling into any of the groups of persons specified under (1) below. The share options may also be held by a credit institution with the obligation to transfer them to the individual eligible persons pursuant to (1) below according to the Company's instructions; in that case as well, the share options may only be exercised by the beneficiaries themselves. Any share options exercised will be satisfied by way of the conditional capital V to be resolved upon. To the extent that any share options are to be issued to Management Board members, only the Supervisory Board shall be authorized to issue such share options and to determine further details.

Options to subscribe for shares in the Company shall be granted and the relevant shares shall be issued in accordance with the following key terms and conditions:

(1) Eligible persons and allocation of share options

Individuals falling into any of the following groups of persons shall be entitled to acquire share options and to subscribe for shares in the Company:

- the Company's Management Board members;
- employees of the Company and of its associated companies in Germany and abroad;
- executives of the Company's associated companies in Germany and abroad.

The specific group of eligible persons and the number of share options to be granted to them shall be determined by the Company's Management Board. In derogation thereof, the Company's Supervisory Board shall make such determinations with respect to the Company's Management Board members.

The total number of up to 350,000 share options shall be allocated as follows to the eligible groups of persons:

- up to 275,000 share options to the Company's current and future Management Board members;
- up to 50,000 share options to the current and future employees of the Company and its associated companies;
- up to 25,000 share options to the executives of the Company's associated companies in Germany and abroad.

The Company's Management Board members and executives of associated companies as well as eligible employees of the Company and of any associated company who are simultaneously members of the management of an associated company or any other associated company shall receive share options only once, i.e. either in their capacity as a member of the Company's Management Board or as a member of the associated company's management or as an employee of the Company or the associated company and in each case only from the number of share options intended for the relevant group of persons.

(2) Right to subscribe for shares

Each share option entitles the holder to subscribe for one non-par value share to bearer in the Company against payment of the exercise price pursuant to item (4) below. Under the terms and conditions of the share options, eligible persons may optionally be given the opportunity, in order to satisfy their share options, to acquire treasury shares of the Company or to receive a cash compensation in lieu of new shares issued from the conditional capital to be created for that purpose.

(3) Allocation periods

Share options may be allocated as follows

- within 45 days from the date on which the (final) result for the past fiscal year has been published or
- in each case within 45 days from the date on which the (final) result for the first, second or third quarter of the current fiscal year has been published.

The allocation date shall be determined by the Management Board. To the extent that any Management Board members are concerned, such determination shall be made by the Supervisory Board.

(4) Exercise price

The subscription price (exercise price) per share shall equal the average of the closing prices of the share of Sunways AG on the electronic trading system Xetra or any successor system on the ten trading days preceding the date on which the share options are granted (allocation date) but must not fall short of the proportional amount of nominal capital attributable to one non-par value share. § 9 subparagraph 1 of the Stock Corporation Act (AktG) shall remain unaffected.

(5) Performance target

The exercise of share options is conditional upon the performance target being achieved. The performance target will be achieved when the price of the shares of Sunways AG in the Xetra trading on the Frankfurt Stock Exchange exceeds the exercise price by at least 25% on the last ten trading days before the share option is exercised.

(6) Adjustment in the event of corporate actions

To the extent that the nominal capital is increased e. g. through the issuance of new shares or any other similar corporate action, the Company may, at its absolute discretion and subject to § 9 subparagraph 1 of the Stock Corporation Act (AktG), adjust the exercise price. To the extent that any Management Board members are concerned, this shall be the responsibility of the Supervisory Board.

(7) Exercise periods and vesting periods

50% of the share options granted to each individual eligible person on the occasion of any allocation may be exercised two years after the issue date, at the earliest (vesting period 1). The remaining 50% of the share options granted to each individual eligible person may be exercised three years after the issue date, at the earliest (vesting period 2).

Share options must not be exercised during the period from the 10th trading day preceding the end of any quarter up to the end of the first trading day following the publication of the (final) result for the relevant quarter and during the period from the 10th trading day preceding the end of the relevant fiscal year up to the end of the first trading day following the publication of the (final) result for the past fiscal year (restricted periods).

(8) Personal right

Share options may only be exercised by the eligible persons themselves. This also applies where share options are held by a credit institution with the obligation to transfer them to the individual eligible persons in accordance with the Company's instructions. Any disposal of the share options shall be excluded; in particular, they are non-negotiable. The share options are, however, heritable.

(9) Determination of further details

The Management Board is authorized to determine the further details relating to the issuance of shares from the conditional capital V and the further terms and conditions of the share option scheme, including the conditions of the options, for the eligible groups of persons. In derogation thereof, any relevant decisions relating to the Company's Management Board members shall be made exclusively by the Supervisory Board of the Company. These further details include in particular the provisions relating to the allocation of share options among the groups of eligible persons, the issue date within

the period specified, the process of allocation to the individual eligible persons and the exercise of share options upon the eligible person's resignation from the Company or any group company as well as in the event of any change of control. Share options cancelled or returned to the Company upon termination of the eligible person's employment with the Company or any associated company shall be deemed not granted.

B | Conditional capital

The Company's nominal capital is conditionally increased by up to € 350,000 through the issuance of up to 350,000 new bearer shares in the Company with profit entitlement as from the beginning of the fiscal year in which they are issued (conditional capital V).

The conditional capital V serves to satisfy exercised share options granted under the Sunways Long Term Incentive Plan 2009 pursuant to the authorization by the general meeting of 17 June 2009. The conditional capital increase will only be implemented to the extent that share options are issued and the holders of such share options exercise their rights to subscribe for the Company's shares and the Company does not grant either treasury shares or a cash compensation to satisfy such share options. The shares will be issued from conditional capital at the exercise price (issue price) specified under subparagraph a) item (4) above. The new shares will participate in the Company's profit as from the beginning of the fiscal year in which they are issued. The Supervisory Board is authorized to modify the wording of the articles of incorporation to reflect the amount of any capital increase from the conditional capital V.

C I Modification of the articles of incorporation

The following § 5 subparagraph 6 will be added to the articles of incorporation:

“(6) The Company’s nominal capital is conditionally increased by up to € 350,000 through the issuance of up to 350,000 new bearer shares in the Company with profit entitlement as from the beginning of the fiscal year in which they are issued (conditional capital V). The conditional capital increase will only be implemented to the extent that the holders of share options issued under the Sunways Long Term Incentive Plan 2009 pursuant to the general meeting’s resolution passed on 17 June 2009 exercise their share options and the Company does not grant either treasury shares or a cash compensation to satisfy such share options. The new shares will participate in the Company’s profit as from the beginning of the fiscal year in which they are issued. The Supervisory Board is authorized to modify the wording of the articles of incorporation to reflect the amount of any capital increase from the conditional capital V.”

Former § 5 subparagraph 6 will become § 5 subparagraph 7 of the articles of incorporation, former § 5 subparagraph 7 will become § 5 subparagraph 8 of the articles of incorporation, former § 5 subparagraph 8 will become § 5 subparagraph 9 of the articles of incorporation.

10. APPOINTMENT OF THE AUDITORS AND GROUP AUDITORS FOR THE FISCAL YEAR 2009

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditors and group auditors for the fiscal year 2009.

REPORT OF THE MANAGEMENT BOARD PURSUANT TO § 203 SUBPARAGRAPH 2 IN CONJUNCTION WITH § 186 SUBPARAGRAPH 4 SENTENCE 2 OF THE STOCK CORPORATION ACT (AKTG) ON THE REASONS FOR EXCLUDING PREEMPTIVE RIGHTS PURSUANT TO ITEM 8

Pursuant to § 203 subparagraph 2 in conjunction with § 186 subparagraph 4 sentence 2 of the Stock Corporation Act (AktG), the Management Board submits the following report relating to item 8 above on the reasons for excluding the preemptive right. As an integral part of this invitation, such report will also be available for inspection at the general meeting as well as at the Company's office from the date of publication of the general meeting's convocation and mailed to each shareholder upon request:

The authorization to issue new shares from authorized capital as proposed under item 8 above provides for several criteria upon the occurrence of which the statutory preemptive right of shareholders may be excluded. The previously existing authorization will be cancelled and the nominal amount of the authorized capital slightly increased.

There should be a possibility to exclude preemptive rights in order to preclude the preemptive right with respect to share fractions.

Such exclusion of preemptive rights may be required in order to create a practicable subscription ratio. The fractional shares for which preemptive rights of shareholders are excluded will be realized for the Company on the best possible terms via sales on the stock exchange or otherwise. In this case, the exclusion of preemptive rights merely serves to facilitate the technical implementation of a capital increase.

There should also be a possibility to exclude the preemptive right with respect to capital increases against in-kind contributions, in particular to grant shares for the acquisition of enterprises or interests therein.

This serves to provide the Company with the necessary flexibility to rapidly and flexibly take advantage of upcoming opportunities for the acquisition of enterprises or interests therein and to receive other assets as in-kind contributions in exchange for shares. Sunways AG faces global competition and, therefore, must be in a position at any time to act rapidly and flexibly in the international markets and in the best interest of its shareholders. This also includes the possibility to acquire enterprises or interests therein in order to improve its competitive position.

Enterprises or interests therein are often acquired for a cash consideration. However, in certain cases, offerors are also interested in receiving a (partial) consideration in the form of shares (exchange of shares). Purchasers who are in a position to offer an exchange of shares thus have a competitive advantage with respect to the acquisition of equity interests. The possibility to use its own shares as an acquisition currency gives the Company the necessary scope to rapidly and flexibly take advantage of any acquisition opportunities that may arise and thus strengthens its competitive position. There must be a possibility to exclude the preemptive right with respect to such measures. As corporate acquisitions, as a rule, have to be implemented within a short period of time, authorized capital is required to which the Management Board, with the consent of the Supervisory Board, has fast access. In addition to the acquisition of interests in other enterprises, other assets may also serve as in-kind contributions while preemptive rights are excluded, e.g. raw materials for the manufacture of Sunways AG's products that would otherwise have to be purchased for a significant amount of liquid funds. In that case, the Company may be in a position to grow further without spending a substantial amount of liquid funds that would otherwise be required. The Company also has a competitive advantage vis-à-vis suppliers who prefer a consideration in the form of shares.

Furthermore, there should be a possibility to exclude the preemptive right for capital increases against cash contributions by up to 10% of the nominal capital. This enables the Management Board, with the consent of the Supervisory Board, to respond shortly to upcoming financing requirements and to implement strategic decisions. This possibility to exclude the preemptive right, which is expressly provided for under the laws, enables the management to take advantage of favorable stock exchange

constellations in the short term and, in this context, to achieve the highest possible issue price and thus the greatest possible strengthening of the equity base. The authorization covers an amount of up to 10 % of the Company's nominal capital at the time of the resolution on the utilization of authorized capital. If this type of capital increase is implemented, the management will limit any discount of the issue price against the market price so as to generate an amount not significantly below the market price. Thanks to the possibility to act faster and due to the moderate discount against the market price, such a capital increase, based on past experience, will result in a stronger cash-flow than a comparable capital increase where shareholders are granted preemptive rights.

Furthermore, the preemptive right may be excluded in the event of an issue of shares to the employees of Sunways AG and its Group companies. The issue of employee shares is desired by the legislator and thus may be facilitated. The issue of employee shares primarily serves to integrate and attract employees to the enterprise in the long term. A discount customary for employee shares may be granted when determining the issue price. This authorization to exclude the preemptive right is also restricted to an amount of up to 10 % of the Company's nominal capital.

The Management Board shall in each individual case carefully consider whether to take advantage of its authorization to increase the share capital and exclude the preemptive right. The Management Board will only exclude the preemptive right if the circumstances abstractly outlined in this report have occurred and if the exclusion of the preemptive right in any concrete event is in the Company's best interest. Only if these criteria have been fulfilled, the Supervisory Board will give the necessary consent to make use of the authorized capital and to exclude the preemptive right. The Management Board and Supervisory Board shall in each individual case consider whether it is necessary, adequate, appropriate and in the Company's best interest to exclude the preemptive right.

The Management Board of Sunways AG

EXPLANATORY NOTES PROVIDED BY THE MANAGEMENT BOARD ON ITEM 9 OF THE AGENDA FOR THE GENERAL MEETING

1. Meanwhile the issue of share options has become a regular component of executives' remunerations also in Germany and, in particular, constitutes a factor for the Sunways Group in its global competition for key employees. In the opinion of the Management Board and Supervisory Board, the share option scheme is urgently required to ensure that Sunways AG continues to be especially attractive for highly qualified executives in the future. The share-based remuneration encourages executives' focus on corporate strategy and emphasizes the fact that executives are committed to the entire Group's economic development.

Granting share options creates a special performance incentive for executives based on corporate value that is to be increased and reflected in the share price of Sunways AG. Therefore, the interests of executives as well as the Company's shareholders are focused on increasing corporate value.

2. Thus the Management Board and Supervisory Board propose under item 9 that an opportunity should be created to issue share options for up to 350.000 shares of Sunways AG under the Sunways Long Term Incentive Plan 2009. This volume will be necessary to offer a competitive remuneration in line with market requirements to the groups of eligible persons in the future.
3. The proposal relating to the Sunways Long Term Incentive Plan 2009 provides for the following:
Individuals falling into any of the following groups of persons shall be entitled to receive share options and to subscribe for the Company's shares:

- the Company's Management Board members;
- the employees of the Company and its associated companies in Germany and abroad;
- executives of the Company's associated companies in Germany and abroad.

The specific group of eligible persons and the number of share options to be granted to them shall be determined by the Company's Management Board. In derogation thereof, such determinations with respect to the Company's Management Board members shall be made exclusively by the Company's Supervisory Board.

The total number of up to 350,000 share options shall be allocated as follows to the eligible groups of persons:

- up to 275,000 share options to the Company's current and future Management Board members;
- up to 50,000 share options to the current and future employees of the Company and its associated companies;
- up to 25,000 share options to the executives of the Company's associated companies in Germany and abroad.

The Company's Management Board members and executives of associated companies as well as eligible employees of the Company and of any associated company who are simultaneously members of the management of an associated company or any other associated company shall receive share options only once, i.e. either in their capacity as a member of the Company's Management Board or as a member of the associated company's management or as an employee of the Company or the associated company and in each case only from the number of share options intended for the relevant group of persons.

Each share option entitles the holder to subscribe for one non-par value share to bearer in the Company against payment of the exercise price. Subject to § 9 subparagraph 1 of the Stock Corporation Act (AktG), the exercise price per share equals the average of the closing prices of the Sunways AG share on the electronic trading system Xetra or the relevant successor system on the ten trading days preceding the grant of the share options.

Share options shall be issued to eligible persons each year within certain time windows, i.e.

- within 45 days from the date on which the (final) result for the past fiscal year has been published or
- in each case within 45 days from the date on which the (final) result for the first, second or third quarter of the current fiscal year has been published.

The allocation date shall be determined by the Management Board. To the extent that any Management Board members are concerned, such determination shall be made by the Supervisory Board.

The exercise of share options is conditional upon the performance target being achieved. The performance target will be achieved when the price of the shares of Sunways AG in the Xetra trading on the Frankfurt Stock Exchange exceeds the exercise price by at least 25% on the last ten trading days before the share option is exercised.

The fulfillment of this criterion will be verified at the time of exercise. To the extent that the nominal capital is increased e.g. through the issuance of new shares or any other similar corporate action, the Company may, at its absolute discretion and subject to § 9 subparagraph 1 of the Stock Corporation Act (AktG), adjust the exercise price.

A vesting period has to be observed before share options may be exercised. This serves to retain the eligible person within the Company in the long term. A total of 50% of the share options granted to any individual eligible person may be exercised two years from the issue date, at the earliest (vesting period 1). The remaining 50% of the share options granted to the individual eligible persons may be exercised three years from the issue date, at the earliest (vesting period 2).

Upon expiration of the vesting periods referred to above, the share options may be exercised within the restricted periods from an organizational and capital market law point of view.

Share options must not be exercised during the period from the 10th trading day preceding the end of any quarter up to the end of the first trading day following the publication of the (final) result for the relevant quarter and during the period from the 10th trading day preceding the end of the relevant fiscal year up to the end of the first trading day following the publication of the (final) result for the past fiscal year (restricted periods).

Share options may only be exercised by the eligible persons themselves. This also applies where share options are held by a credit institution with the obligation to transfer them to the individual eligible persons in accordance with the Company's instructions. Any disposal of the share options shall be excluded; in particular, they are non-negotiable. The share options are, however, heritable. The conditions of options may include special provisions in the event the eligible persons dies or retires or its employment with the Company or its associated company is ended otherwise than by giving notice or if the associated company ceases to be a member of the Group.

The Management Board may determine the further details relating to the issuance of shares from conditional capital and the further terms and conditions of the share option scheme, including the conditions of the options, for the eligible groups of persons. In derogation thereof, any relevant decisions relating to the Company's Management Board members shall be made exclusively by the Supervisory Board of the Company.

A conditional capital V in the amount of € 350,000 is to be resolved upon to satisfy the share options by amending § 5 of the articles of incorporation.

The Management Board and Supervisory Board are convinced that the proposed share option plan is particularly suited to create a long-term performance incentive for the executives of the Company and its associated companies and thus, in the best interest of the Company and its shareholders, to make a contribution towards increasing the Company's corporate value.

The Management Board of Sunways AG

Right to attend the general meeting

Only those shareholders who (1) have filed an attendance notification in narrative form with the Company prior to the general meeting and (2) have provided evidence to the Company of their entitlement to attend the general meeting and exercise their voting rights by submitting to the Company a certification of their shareholding drawn up by the depositary bank in narrative form in the German or English language (credentials) are entitled to attend the general meeting and to exercise the voting right. Such credentials must refer to the beginning of the twenty-first day prior to the general meeting, i.e. the **beginning of 27 May 2009**.

The credentials and attendance notification must be received by the Company by **10 June 2009** (24:00 hours), at the latest, at the following address:

Sunways Aktiengesellschaft | c/o Landesbank Baden-Württemberg | OE 4027/H Hauptversammlungen | Am Hauptbahnhof 2
70173 Stuttgart | Germany | HV-Anmeldung@LBBW.de | Fax +49 711 12779256

Granting of proxies, voting by proxy

A shareholder may also exercise his/her voting right or right to attend the general meeting via an authorized agent, e. g., the depositary bank, an association of shareholders or another person of his/her choice.

As a special service, our shareholders are offered an opportunity to be represented by employees of the Company (proxy voting agents) in accordance with shareholders' instructions. For further details reference is made to the documents mailed to our shareholders.

Counter-motions and nominations

Counter-motions and nominations from shareholders have to be delivered exclusively to the following address no later than two weeks before the date of the general meeting:

Sunways Aktiengesellschaft | Ms. Kirstin Keller | Macairestraße 3 - 5 | 78467 Constance | Germany | Fax +49 7531 9967733400

Any counter-motions or nominations from shareholders required to be made available will be published on the internet at www.sunways.de without delay upon receipt. Any comments of the management will also be published at the internet address referred to above.

Additional information under the Securities Trading Act (Wertpapierhandelsgesetz)

Pursuant to § 30 b, subparagraph 1, no. 1 of the Securities Trading Act (Wertpapierhandelsgesetz), we hereby inform you as follows: At the time of convocation of the general meeting, a total of 11,588,450 non-par value shares of the Company (German Stock Index No. (WKN) 733 220 – ISIN: DE0007332207) are outstanding.

Each non-par value share of the Company carries one vote (§ 16 of the articles of incorporation). At the time of convocation of the general meeting, there are a total of 11,588,450 voting rights.

At the time of convocation of the general meeting, the Company holds no treasury shares.

Constance, April 2009
Sunways Aktiengesellschaft
The Management Board

HOW TO REACH US

The Steigenberger Inselhotel is located near to Constance main station.

As the hotel does not provide parking spaces, we would like to ask you to use public transport and wish you a pleasant journey.

SUNWAYS AG

INVESTOR RELATIONS

MACAIRESTRASSE 3-5

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