

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
- OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2010.
- OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
- OR
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report  
For the transition period from to

Commission file number: 001-33107

CANADIAN SOLAR INC.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Canada

(Jurisdiction of incorporation or organization)

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
Common shares with no par value

The NASDAQ Stock Market LLC  
(The NASDAQ Global Market)

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None  
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 42,893,044 common shares issued and outstanding which were not subject to restrictions on voting, dividend rights and transferability, as of December 31, 2010. Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No  If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No  (APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No



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## INTRODUCTION

Unless otherwise indicated, references in this annual report on Form 20-F to:

- “CSI,” “we,” “us,” “our company” and “our” are to Canadian Solar Inc., its predecessor entities and its consolidated subsidiaries;
- “\$,” “US\$” and “U.S. dollars” are to the legal currency of the United States;
- “RMB” and “Renminbi” are to the legal currency of China;
- “C\$” are to the legal currency of Canada;
- “€” and “Euro” are to the legal currency of the European Economic and Monetary Union; and
- “China” and the “PRC” are to the People’s Republic of China, excluding, for the purposes of this annual report on Form 20-F, Taiwan and the special administrative regions of Hong Kong and Macau.

This annual report on Form 20-F includes our audited consolidated financial statements for the years ended December 31, 2008, 2009 and 2010 and as of December 31, 2009 and 2010.

All translations from Renminbi to U.S. dollars were made by the noon buying rate in The City of New York for cable transfers in Renminbi per U.S. dollar as certified for customs purposes by the Federal Reserve Bank of New York. Unless otherwise stated, the translation of Renminbi into U.S. dollars was made by the noon buying rate in effect on December 31, 2010, which was RMB6.6000 to \$1.00. We make no representation that the Renminbi or dollar amounts referred to in this annual report on Form 20-F could have been or could be converted into dollars or Renminbi, as the case may be, at any particular rate or at all. See “Item 3. Key Information — D. Risk Factors — Risks Related to our Company and our Industry — Fluctuations in exchange rates could adversely affect our business, including our financial condition and results of operations.”

## FORWARD-LOOKING INFORMATION

This annual report on Form 20-F contains forward-looking statements that relate to future events, including our future operating results, our prospects and our future financial performance and condition, results of operations, business strategy and financial needs, all of which are largely based on our current expectations and projections. These forward-looking statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify these statements by terminology such as “may,” “will,” “expect,” “anticipate,” “future,” “intend,” “plan,” “believe,” “estimate,” “is/are likely to” or similar expressions. Forward-looking statements involve inherent risks and uncertainties. These forward-looking statements include, among other things, statements relating to:

- our expectations regarding the worldwide demand for electricity and the market for solar power;
- our beliefs regarding the importance of environmentally friendly power generation;
- our expectations regarding governmental support for solar power;
- our beliefs regarding the future shortage or availability of high-purity silicon;
- our beliefs regarding our ability to resolve our disputes with suppliers with respect to our long-term supply agreements;
- our beliefs regarding the rate at which solar power technologies will be adopted and the continued growth of the solar power industry;
- our beliefs regarding the competitiveness of our solar module products;
- our expectations with respect to increased revenue growth and improved profitability;
- our expectations regarding the benefits to be derived from our supply chain management and vertical integration manufacturing strategy;

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- our beliefs and expectations regarding the use of upgraded metallurgical grade silicon materials, or UMG-Si, and solar power products made of this material;
- our ability to continue developing our in-house solar components production capabilities and our expectations regarding the timing and production capacity of our internal manufacturing programs;
- our ability to secure adequate silicon and solar wafers and cells to support our solar module production;
- our beliefs regarding the effects of environmental regulation;
- our beliefs regarding the changing competitive environment in the solar power industry;
- our future business development, results of operations and financial condition; and
- competition from other manufacturers of solar power products and conventional energy suppliers.

Known and unknown risks, uncertainties and other factors may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by forward-looking statements. See “Item 3. Key Information — D. Risk Factors” for a discussion of some risk factors that may affect our business and results of operations. These risks are not exhaustive. Other sections of this annual report may include additional factors that could adversely influence our business and financial performance. Moreover, because we operate in an emerging and evolving industry, new risk factors may emerge from time to time. We cannot predict all risk factors, nor can we assess the impact of these factors on our business or the extent to which any factor, or combination of factors, may cause actual result to differ materially from those expressed or implied in any forward-looking statement. We do not undertake any obligation to update or revise the forward-looking statements except as required under applicable law.

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION**

**A. Selected Financial Data**

***Selected Consolidated Financial and Operating Data***

The following selected statement of operations data for the years ended December 31, 2008, 2009 and 2010 and the balance sheet data as of December 31, 2009 and 2010 have been derived from our audited consolidated financial statements, which are included elsewhere in this annual report on Form 20-F. You should read the selected consolidated financial and operating data in conjunction with those financial statements and the related notes and “Item 5. Operating and Financial Review and Prospects” included elsewhere in this annual report on Form 20-F.

Our selected consolidated statement of operations data for the years ended December 31, 2006 and 2007 and our consolidated balance sheet data as of December 31, 2006, 2007 and 2008 were derived from our audited consolidated financial statements that are not included in this annual report.

All of our audited financial statements are prepared and presented in accordance with U.S. generally accepted accounting principles, or U.S. GAAP. Our historical results are not necessarily indicative of results for any future periods.

	Year Ended December 31,				
	2006	2007	2008	2009	2010
(In thousands of US\$, except share and per share data, and operating data and percentages)					
<b>Statement of operations data:</b>					
Net revenues	\$ 68,212	\$ 302,798	\$ 705,006	\$ 630,961	\$ 1,495,509
Net income (loss)	(9,430)	(175)	(7,534)	22,646	50,569
Earnings (loss) per share, basic	(0.50)	(0.01)	(0.24)	0.61	1.18
Shares used in computation, basic	18,986,498	27,283,305	31,566,503	37,137,004	42,839,356
Earnings (loss) per share, diluted	(0.50)	(0.01)	(0.24)	0.60	1.16
Shares used in computation, diluted	18,986,498	27,283,305	31,566,503	37,727,138	43,678,208
Other financial data:					
Gross margin	18.1%	7.9%	10.1%	12.4%	15.3%
Operating margin	1.6%	(0.6)%	3.4%	1.0%	8.0%
Net margin	(13.8)%	(0.1)%	(1.1)%	3.6%	3.4%
Selected operating data:					
Products sold (in MW)					
— Standard solar modules	14.7	83.4	166.5	296.6	779.1
— Solar system kits	—	—	—	0.6	24.4
Total	14.7	83.4	166.5	297.2	803.5
Average selling price (in \$ per watt)					
— Standard solar modules	3.97	3.75	4.23	2.13	1.80
— Solar system kits	—	—	—	3.36	3.21
Balance Sheet Data:					
Total assets	129,634	277,622	570,654	1,038,703	1,423,367
Net assets	112,904	134,501	332,254	466,001	534,984
Long-term debt	—	17,866	45,357	29,290	69,458
Convertible notes	—	59,885	830	866	906
Capital stock	97,302	97,454	395,154	500,322	501,146
Number of shares outstanding <sup>(1)</sup>	27,270,000	27,320,389	35,686,313 <sup>(1)</sup>	42,745,360 <sup>(1)</sup>	42,893,044 <sup>(1)</sup>

(1) Excluding 58,250, 29,125 and nil restricted shares, which were subject to restrictions on voting and dividend rights and transferability, as of December 31, 2008, 2009 and 2010, respectively.

### **Exchange Rate Information**

Our consolidated financial statements have been prepared in accordance with U.S. GAAP. We conduct our business in an industry that generally uses the U.S. dollar as its currency of reference. Since a substantial portion of our operating activities and substantially all of our financing and investing activities are conducted using U.S. dollars, our management believes that the U.S. dollar is the most appropriate currency to use as our functional currency and as our reporting currency for our consolidated financial statements.

All of our subsidiaries in China use the Renminbi as their functional currency and some of our overseas subsidiaries use the Japanese Yen or the Euro as their functional currency. We record transactions denominated in other currencies at the rates of exchange prevailing when the transactions occur. We translate monetary assets and liabilities denominated in other currencies into U.S. dollars at rates of exchange in effect at the balance sheet dates and record exchange gains and losses in our statements of operations. Accordingly, we translate assets and liabilities using exchange rates in effect at each period end and we use the average exchange rates of the period for the statement of operations. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, the rates stated below, or at all. The PRC government imposes controls over its

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foreign currency reserves in part through direct regulation of the conversion of Renminbi into foreign currencies and through restrictions on foreign trade. On May 13, 2011, the exchange rate, as set forth in the H.10 statistical release of the Federal Reserve Board, was RMB6.4977 to \$1.00.

The following table sets forth information concerning exchange rates between the RMB and the U.S. dollar for the periods indicated.

Period	Renminbi per U.S. Dollar Exchange Rate <sup>(1)</sup>			
	Period	Average <sup>(2)</sup>	Low	High
	End	(RMB per \$1.00)		
2006	7.8041	7.9579	8.0702	7.8041
2007	7.2946	7.6058	7.8127	7.2946
2008	6.8225	6.9477	7.2946	6.7800
2009	6.8259	6.8307	6.8470	6.8176
2010	6.6000	6.7603	6.8330	6.6000
November	6.6670	6.6538	6.6892	6.6330
December	6.6000	6.6497	6.6745	6.6000
2011				
January	6.6017	6.5964	6.6364	6.5809
February	6.5713	6.5761	6.5965	6.5520
March	6.5483	6.5645	6.5743	6.5483
April	6.4900	6.5267	6.5477	6.4900
May (through May 13)	6.4977	6.4939	6.4986	6.4915

- (1) For December 2009 and prior periods, the exchange rate refers to the noon buying rate as reported by the Federal Reserve Bank of New York. For January 2010 and later periods, the exchange rate refers to the exchange rate as set forth in the H.10 statistical release of the Federal Reserve Board.
- (2) Annual averages are calculated from month-end rates. Monthly averages are calculated using the average of the daily rates during the relevant period.

### **B. Capitalization and Indebtedness**

Not applicable.

### **C. Reasons for the Offer and Use of Proceeds**

Not applicable.

### **D. Risk Factors**

#### ***Risks Related to Our Company and Our Industry***

*We may be adversely affected by volatile market and industry conditions; in particular, the demand for our solar power products may decline, which may reduce our revenues and earnings.*

We are influenced by the solar power market and industry conditions. During 2008 and parts of 2009, the global solar power industry experienced an abrupt decline in demand due to limited availability of funding for downstream buyers of solar power products related to the global economic crisis. The decline in demand combined with an increase in manufacturing capacity resulted in a decline in the prices of solar power products. This decline continued during the remainder of 2009 primarily due to decreased prices of polysilicon and reclaimable silicon raw materials. As the effect of the global economic crisis subsided through 2010, the demand for solar power products increased and many manufacturers increased their production capacity to meet the strong demand in 2010. We cannot assure that the demand we experienced in 2010 will continue into

2011 or future periods. If the demand for solar power products declines or the supply of solar power products grows faster than demand, the average selling price of our products will be materially and adversely affected.

Macroeconomic factors, such as the global economic crisis, influence the demand for solar power products, the supply and prices of other energy products, such as oil, coal and natural gas, as well as government regulations and policies concerning the electric utility industry. For example, a reduction in oil and coal prices may potentially reduce the demand for alternative energy. The 2009 global economic crisis significantly affected the ability of financial institutions to offer credit in the global market place. The debt service risk associated with the capability of infrastructure projects and the inability of financial institutions to fund projects lead to bottlenecks in the growth of installation of photovoltaic, or PV, modules during 2009. Steady recovery of global economic conditions, significant declines in module costs and selling prices, and robust government subsidy incentives supporting PV development have led to a noticeable recovery of PV installation activities in 2010. In light of the uncertainty in the global credit and lending environment, we cannot make assurances that the financial institutions will continue to offer funding to PV project developers at reasonable costs. An increase in the interest lending rates or a decrease in funding of capital projects within the global financial market could make it difficult to fund PV systems and potentially reduce the demand for PV modules and/or reduce the average selling prices for PV modules. Our business, results of operations, financial conditions and prospect may be materially and adversely affected.

*If the supply of solar wafers and cells increases concurrently with increases in the supply of polysilicon, then the corresponding oversupply of solar cells and modules may cause substantial downward pressure on the prices of our products and reduce our revenues and earnings.*

Silicon production capacity has expanded rapidly since 2008. As a result, the solar industry experienced an oversupply of high-purity silicon in 2009, which contributed to an oversupply of solar wafers, cells and modules and resulted in substantial downward pressure on prices throughout the value chain in 2009. According to SolarBuzz, an independent solar energy research and consulting firm, spot prices for polysilicon fell dramatically from a peak of over \$120 per kilogram in the first quarter of 2009 to a low of approximately \$55 per kilogram at the end of 2009. Similarly, solar module prices fell from a high of approximately \$2.74 per watt in the first quarter of 2009 to a low of approximately \$1.85 per watt at the end of 2009. Strong demand in 2010 stabilized and strengthened prices across the value chain, particularly in the second half of 2010, with module pricing increasing from approximately \$1.65 to approximately \$1.90 per watt, cell pricing from approximately \$1.25 to approximately \$1.40 per watt and wafer pricing from approximately \$0.80 to approximately \$1.00 per watt. Polysilicon prices increased in 2010 from approximately \$50 to \$55 per kilogram to approximately \$80 to \$90 per kilogram. However, according to SolarBuzz, it is widely believed that in 2011, the industry could again enter a period of oversupply, with price corrections occurring throughout the value chain. A softening of silicon materials pricing has already occurred in first quarter of 2011 and is expected to continue throughout the year. If we are unable, on an ongoing basis, to procure silicon, solar wafers and solar cells at prices that decline in line with solar module pricing, our revenues and margins could be adversely impacted, either due to higher costs compared to our competitors or due to further write-downs of inventory, or both. In addition, our market share could decline if our competitors are able to price their products more competitively.

*The execution of our growth strategy depends upon the continued availability of third-party financing arrangements for our customers, which is affected by general economic conditions. Tight credit markets could depress demand for solar products, hamper our expansion and materially affect our results of operations.*

The general economy and limited availability of credit and liquidity could materially and adversely affect our business and results of operations. We often require project financing for development and construction of our solar power plant projects, which require significant investments before the equity is later sold to investors. General economic conditions, liquidity, availability and cost of capital could materially and adversely affect our business and results of operations. Most solar power projects require financing for development and construction with a mixture of equity and third party funding, which require significant investments. The cost of capital affects both the demand and price of solar power systems. A high cost of capital may materially



reduce the internal rate of return for solar power projects and therefore put downward pressure on the prices of both solar systems and solar modules, which typically comprise approximately 50% to 60% of system equipment costs.

Furthermore, solar projects compete for capital with other forms of investment such as bonds. Some classes of investors compare the returns of solar projects with bond yields and expect a similar or improved internal rate of return, adjusted for risk and liquidity. Higher interest rates could render existing funding more expensive and present an obstacle for potential funding that would otherwise spur the growth of the solar power industry. In addition, higher bond yields could result in increased yield expectations for solar projects, which would also result in lower system prices. In the event that suitable funding is unavailable, our customers may be unable to pay for products they have agreed to purchase. It may also be difficult to collect payments from customers facing liquidity challenges due to either customer defaults or financial institution defaults on project loans. Constricted credit markets may impede our expansion and materially and adversely affect our results of operations. Currently, debt capital is reasonably available for solar projects in Europe, expectations for internal rates of return for solar projects are modest, and interest rates are low by historical standards. This could materially change due to high levels of government indebtedness, or market perceptions that higher risks exist in certain countries. For example, concerns about government deficits and debt in the European Union, our major market, have resulted in temporary periods of higher bond spreads in certain solar markets, such as Greece, Spain and Portugal, and may in the future result in higher bond spreads in other solar power markets in Europe, such as Italy. Often, the cash flow of a solar power project is derived from government-funded or government-backed feed-in tariffs. Consequently, the availability and cost of funding solar power projects are determined in part based on the perceived sovereign credit risk of the country where a particular project is located. Therefore, credit agency downgrades of nations in the European Union could decrease the credit available for solar power projects, increase the expected rate of return compared to the bond yields, and increase the cost of debt for solar projects in countries with a higher perceived sovereign credit risk.

*If governments revise, reduce or eliminate subsidies and economic incentives for solar power, the demand for our products could decline, which could materially and adversely affect our revenues, profits, margins and results of operations.*

The market for on-grid applications, where solar power supplements the electricity a customer purchases from the utility network or sells to a utility under a tariff, depends largely on the availability and size of government mandates and economic incentives. At present, the cost of solar power exceeds retail electricity rates in many locations. Such incentives vary by geographic market. Government bodies in many countries, most notably Germany, Italy, the Czech Republic, the United States, Japan, Canada, South Korea, Greece, France, Australia and Spain, have provided incentives in the form of feed-in tariffs, rebates, tax credits, renewable portfolio standards and other incentives. These governments have implemented mandates to end-users, distributors, system integrators and manufacturers of solar power products to promote the use of solar energy, in on-grid applications, and to reduce dependency on other forms of energy. Some of these government mandates and economic incentives, such as the German Renewable Energy Law; or EEG, are scheduled to be reduced and could be altered or eliminated altogether through new government legislation. For example, in 2008, the digression rate of the feed-in tariffs was accelerated in both Germany and Spain. Depending on system size and the number of installations, the digression rate can be more than 10% per year. This means that solar system costs will likely have to fall more quickly than previously anticipated. In addition, an annual project installation cap was introduced in Spain that significantly reduced the market for solar products in Spain in 2009 and thereafter. In addition to regularly scheduled cuts, Germany enacted a one-time reduction to the feed-in tariff for rooftop and green-field systems in July 2010. The reduction takes effect in two stages: a 9-10% reduction from July 1, 2010, depending on system type, and an additional 3% reduction from October 2010. The German Ministry of the Environment held a press conference in January 2011 to announce that they intended to introduce legislation in 2011 that would further accelerate feed-in tariff cuts, possibly as early as mid-year. Late in 2010, Italy and the Czech Republic also reduced their solar feed-in tariffs for 2011. We believe this policy risk is increasing in European nations that are under pressure to reduce government spending, such as Italy, Spain and Greece.

While solar power projects may continue to offer attractive internal rates of return, it is likely internal rates of return will not be as high as they were in 2009 and 2010. If internal rates of return fall below an acceptable rate for project investors, this will cause a decrease in demand and considerable downward pressure on solar system and therefore solar module prices. The reduction, modification or elimination of government mandates and economic incentives in one or more of our markets could materially and adversely affect the growth of such markets or result in increased price competition, either of which could cause our revenues to decline and harm our financial results.

*We may not be able to adjust our raw materials costs because we have entered into long-term supply agreements with several polysilicon and wafer suppliers. If we fail to adjust such costs or fail to recover all or part of our advance payments after we terminate certain long-term supply agreements, our profitability could be materially and adversely affected. In addition, we may be subject to litigation with certain suppliers.*

In 2007 and 2008, due to shortages of polysilicon and silicon wafers, we entered into a number of long-term supply agreements with several silicon and wafer suppliers in an effort to secure raw materials to meet production demand. These suppliers included GCL Silicon Technology Holdings Inc., or GCL, Neo Solar Power Corp., or Neo Solar, Deutsche Solar AG, or Deutsche Solar, Jiangxi LDK Solar Hi-Tech Co., Ltd., or LDK, and an UMG-Si supplier. In response to the decline in the price of polysilicon, we have been discussing adjustments in the unit price and volume terms under the agreements with these suppliers.

In 2009, we agreed to amend our agreements with certain of these suppliers, such as GCL, Neo Solar, LDK and an UMG-Si supplier, to adjust the purchase price that we are required to pay to prevailing market prices at the time we place a purchase order and to reduce the quantity of products that we are required to purchase.

In December 2010, we entered into a further amendment agreement with GCL to further adjust the delivery volumes and pricing for the period from 2011 through 2015.

We have been in discussions to adjust the unit price and volume terms under our twelve-year supply agreement with Deutsche Solar. We purchased the contracted volumes for 2009 under the agreement but did not purchase the contracted volumes for 2010. The agreement contains a provision stating that, if we do not order the contracted volume in a given year, Deutsche Solar can invoice us for the difference at the full contract price. Our discussions with Deutsche Solar are continuing. As of December 31, 2010, we recorded a liability under this contract of \$15.9 million based on the assumption that Deutsche Solar would, at a minimum, deliver the contracted volumes for 2010 and subsequent year at the unit prices in the existing agreement.

Under our agreements with certain of our multi-year silicon wafer suppliers, and consistent with historical industry practice, we have made advance payments prior to the scheduled delivery dates. The advance payments were made without collateral and are to be credited against the purchase prices that we are required to pay. As of December 31, 2010, the balance of the advance payments that we have made to Deutsche Solar, LDK, an UMG-Si supplier and GCL were totally \$44.3 million. We gave LDK notice to terminate our two ten-year supply agreements and initiated arbitration proceedings against LDK in which we are seeking a refund of certain advance payments that we made to LDK. The arbitration process has not yet been resolved. See "Item 8. Financial Information — A. Consolidated Statements and other Financial Information — Legal and Administrative Proceedings." We recorded an allowance against the advance payments that we made to LDK in the amounts of \$8.8 million and \$9.1 million in 2009 and 2010, respectively. Due to the default of the UMG-Si supplier in delivering its contracted volumes for 2010 and its financial position, we are not likely to purchase UMG-Si from the supplier in the future and have taken a loss provision against the prepayment to the supplier of \$9.7 million.

If we fail to successfully renegotiate our remaining long-term supply agreements, we may not be able to adjust costs or recoup all or part of our advance payments. In addition, we may be subject to litigation, which may be costly, may divert management's attention and other resources away from our business, and could have material and adverse effect on our reputation, business, financial condition, results of operations and prospects.

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*Existing regulations, policies, and changes to these regulations and policies may present technical, regulatory and economic barriers to the purchase and use of solar power products, which may significantly reduce demand for our products and services.*

The market for electricity generation products is heavily influenced by federal, state and local government regulations and policies concerning the electric utility industry in the United States and abroad, as well as policies disseminated by electric utilities. These regulations and policies often relate to electricity pricing and technical interconnection of customer-owned electricity generation, and could deter further investment in the research and development of alternative energy sources as well as customer purchases of solar power technology, which could result in a significant reduction in the potential demand for our solar power products. We expect that our solar power products and installation will continue to be subject to oversight and regulations in accordance with federal, state, local and foreign regulations associated with safety, utility interconnection and metering, construction, environmental protection, and other related matters. It is challenging to monitor the requirements of individual states or local jurisdictions and design equipment to comply with the fluctuating regulations. Any new regulations or policies pertaining to our solar power products may result in significant additional expenses to us, our resellers and customers, which could cause a significant reduction in demand for our solar power products.

*Our significant international operations subject us to a number of risks, including unfavorable political, regulatory, labor and tax conditions in countries where we operate.*

We intend to extend our global reach and capture market share through the establishment of manufacturing sites and logistic centers in key global markets. Throughout the process of establishing operating facilities in these key markets, we could be exposed to risks, including political, regulatory, labor, and tax conditions. New geographical regions where we establish operations may not carry the same political risks compared to our current operating locations. Furthermore, we might need to invest substantially in these overseas operations initially in order to attain longer-term sustainable returns on investment. These incurred investments could influence our financial performance during the initial phases before profitability is recognized.

*Because the markets in which we compete are highly competitive and many of our competitors have greater resources than us, we may not be able to compete successfully and we may lose or be unable to gain market share.*

We have a large number of competitors, including international competitors such as SunPower Corporation, or SunPower, First Solar, Inc., or First Solar, Sharp Solar Corporation, or Sharp Solar, and China-based competitors such as Suntech Power Holdings Co. Ltd., or Suntech, Yingli Green Energy Holding Company Limited, or Yingli, and Trina Solar Limited, or Trina. We expect to face increasing competition in the future. Further, some of our competitors are developing or are currently producing products based on new solar power technologies that may ultimately have costs similar to, or lower than, our projected costs. Some of our competitors are developing or currently producing products based on thin film PV technology, which require either no silicon or significantly less silicon to produce than crystalline silicon solar modules, such as the ones that we produce, and are less susceptible to increases in silicon costs. Some of our current and potential competitors have longer operating histories, greater name and brand recognition, and access to larger customer bases, greater resources and significantly greater economies of scale than we do. In addition, our competitors may have stronger relationships or may enter into exclusive relationships with some of the key distributors or system integrators to whom we sell our products. As a result, they may be able to respond more quickly to changing customer demands or to devote greater resources to the development, promotion and sales of their products. Some of our competitors have more diversified product offerings, which may better position them to withstand a decline in demand for solar power products. Some of our competitors are more vertically integrated than we are, from upstream silicon wafer manufacturing to solar power system integration. This may allow them to capture higher margins or have lower costs in the near term. In addition, new competitors or alliances among existing competitors could emerge and rapidly acquire significant market share. If we fail to compete successfully, our business will suffer and we may lose or be unable to gain market share.

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Because of the arrival of new manufacturers and the increase in the capacity of existing manufacturers of polysilicon, ingot and wafers, and because customers are becoming more knowledgeable and selective, we believe that the key to competing successfully in the industry has shifted to low cost, technological innovations, quality management and marketing. In 2009, we increased our advertising and marketing activities, focusing primarily on medium to larger sized solar power distributors and integrators in the European, U.S. and Canadian markets. Although we have made significant progress in building a stronger marketing and sales force and achieving name and brand recognition, we cannot assure that we can continue to increase our name and brand recognition or do so in all of the markets in which we compete.

*If sufficient demand for solar power products does not develop or takes longer to develop than we anticipate, our revenues may not continue to increase or may decline, and we may be unable to sustain our profitability.*

The solar power market is at a relatively early stage of development and future demand for solar power products is uncertain. Market data for the solar power industry is not as readily available as for more established industries, where trends are more reliably assessed from data gathered over a longer period. In addition, demand for solar power products in our targeted markets, including Germany, Italy, the U.S., Canada, Japan, France, Spain, South Korea, Australia and China, may not develop or may develop to a lesser extent than we anticipate. Many factors may affect the viability of solar power technology and the demand for solar power products, including:

- the cost-effectiveness, performance and reliability of solar power products compared to conventional and other renewable energy sources and products;
- the availability of government subsidies and incentives to support the development of the solar power industry;
- the cost and availability of capital, including long-term debt and tax equity, for solar projects;
- the success of other alternative energy technologies, such as wind power, hydroelectric power, geothermal power and biomass fuel;
- fluctuations in economic and market conditions that affect the viability of conventional and other renewable energy sources, such as increases or decreases in the prices of oil and other fossil fuels;
- capital expenditures by end users of solar power products, which tend to decrease when the economy slows; and
- the lack of favorable regulation for solar power within the electric power industry and broader energy industry.

If solar power technology is not suitable for widespread adoption or sufficient demand for solar power products does not develop or takes longer to develop than we anticipate, our revenues may suffer and we may be unable to sustain our profitability.

*We face risks associated with the marketing, distribution and sale of our solar power products internationally and if we are unable to effectively manage these risks, they could impair our ability to expand our business abroad.*

Most of our products are sold to customers outside China. In 2010, sales to customers outside China comprised 97.0% of our total net revenues. The international marketing, distribution and sale of our products expose us to a number of risks, including:

- difficulties staffing and managing overseas operations;
- fluctuations in foreign currency exchange rates;
- the increased cost of understanding local markets and trends and developing and maintaining an effective marketing and distributing presence in various countries;

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- the difficulty of providing customer service and support in various countries;
- the difficulty of managing our sales channels effectively as we expand beyond distributors to include direct sales to systems integrators, end users and installers;
- the difficulties and costs of complying with the different commercial, legal and regulatory requirements in the overseas market in which we offer our products;
- our failure to develop appropriate risk management and internal control structures tailored to overseas operations;
- our inability to obtain, maintain or enforce intellectual property rights;
- unanticipated changes in prevailing economic conditions and regulatory requirements; and
- trade barriers such as export requirements, tariffs, taxes and other restrictions and expenses, which could increase the prices of our products and make us less competitive in some countries.

If we are unable to effectively manage these risks, our ability to expand our business abroad could suffer. Furthermore, some of these risks, such as currency fluctuation, could influence our financial performance.

*The increase in the global supply of solar cells and modules, and increasing competition, may cause substantial downward pressure on the prices of such products and cause us to lose sales or market share, resulting in lower revenues, earnings and cash flow.*

Global solar cell and module production capacity materially increased in 2009 and 2010, and is expected to continue to increase in the future. Many competitors or potential competitors, particularly in China, continue to expand their production, creating a potential oversupply of solar modules and cells in key markets. Increases in solar module production and industry competition will result in substantial downward pressure on the price of solar cells and modules, including Canadian Solar's products. Increasing competition could also result in us losing sales or market share. Such price reductions and loss of sales or market share could continue to have a negative impact on our revenue and earnings, and could materially affect our business, financial condition, and cash flows adversely.

*Our quarterly operating results may fluctuate from period to period.*

Our quarterly operating results may fluctuate from period to period based on a number of factors, including:

- the average selling prices of our solar modules, solar system kits and products;
- the rate and cost at which we are able to expand our internal manufacturing capacity;
- the availability and price of solar cells and wafers from our suppliers and toll manufacturers;
- the availability and price of raw materials, particularly high-purity silicon;
- changes in government incentive programs and regulations, particularly in our key and target markets;
- the unpredictable volume and timing of customer orders;
- the loss of one or more key customers or the significant reduction or postponement of orders;
- availability of financing for on-grid and off-grid solar power applications;
- acquisition and investment costs;
- geopolitical turmoil and natural disasters within any of the countries in which we operate or sell products;
- foreign currency fluctuations, particularly in the Euro, U.S. dollar and RMB;
- our ability to establish and expand customer relationships;

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- changes in our manufacturing costs;
- the timing of new products or technology introduced or announced by our competitors;
- increases or decreases in electricity rates due to changes in fossil fuel prices or other factors;
- allowances for doubtful accounts and advances to suppliers;
- inventory write-downs; and
- loss on firm purchase commitments under long-term supply agreements.

We base our planned operating expenses in part on our expectations of future revenues, and a significant portion of our expenses will be fixed in the short-term. If the revenue for a particular quarter is lower than we expect, we may not be able to proportionately reduce our operating expenses, which would harm our operating results for that quarter. This may cause us to miss analysts' estimates or any guidance announced by us. If we fail to meet or exceed analyst estimates, investor expectations or our own future guidance, even by a small amount, our share price could decline, perhaps substantially.

*A change in our effective tax rate can have a significant adverse impact on our business.*

A number of factors may adversely impact our future effective tax rates, such as the jurisdictions in which our profits are determined to be earned and taxed; changes in the valuation of our deferred tax assets and liabilities; adjustments to estimated taxes upon finalization of various tax returns; adjustments to our interpretation of transfer pricing standards; changes in available tax credits; changes in stock-based compensation expense; changes in tax laws or the interpretation of such tax laws (for example, proposals for fundamental U.S. international tax reform); changes in U.S. GAAP; expiration or the inability to renew tax rulings or tax holiday incentives; and the repatriation of non-U.S. earnings for which we have not previously provided for U.S. taxes. A change in our effective tax rate due to any of these factors may adversely influence our future results from operations.

*We may be responsible to pay an additional Canadian tax on behalf of certain of our pre-IPO investors in connection with the conversion of our convertible notes in 2006.*

In June 2006, prior to our IPO, certain of our pre-IPO investors converted their holdings of our convertible notes into our common shares pursuant to a clearance certificate procedure under which Canadian withholding tax was remitted in respect of the conversion. At the time, the investors paid Canadian tax based on the enterprise value of the Company as of March 31, 2006 as determined under a valuation report prepared by a valuator retained by the investors. Subsequently, the Canada Revenue Agency, or CRA, advised the investors that a higher enterprise value ought to have been used. If the CRA determines to proceed with an assessment based on a higher enterprise value, the pre-IPO investors may become liable to pay additional Canadian tax, plus interest and penalties. Because we were required under Canadian tax law to withhold the amount of tax payable by the investors, the CRA may determine to assess us, rather than the investors, in respect of any additional tax, plus interest and penalties, which may be payable by the investors. If the CRA does so, we will seek to recover any amount paid by us from the investors. We have estimated the amount, if any, that may be payable by us upon an assessment to be between nil and \$22.0 million. If we are assessed and are unable to recover the amount paid by us from the investors, our cash flows and results of operations would be materially adversely affected.

*Fluctuations in exchange rates could adversely affect our business, including our financial condition and results of operations.*

Prior to 2007, the majority of our sales were denominated in U.S. dollars. Since the beginning of 2007, the majority of our sales have been denominated in Euros, although in the second half of 2010, we arranged to have more sales denominated in U.S. dollars. We have entered into multi-year supply contracts under which, consistent with industry practice, we have made advance payments in exchange for silicon wafers. The prices payable by us under these contracts are fixed in Euro, US dollars or Renminbi. Our Renminbi costs and

expenses are primarily related to domestic sourcing of solar cells, silicon wafers and silicon, other raw materials, toll manufacturing fees, labor costs and local overhead expenses. From time to time, we enter into loan arrangements with Chinese commercial banks that are denominated in U.S. dollars or Renminbi. In addition, the greater part of our cash and cash equivalents are denominated in Renminbi.

The value of the Renminbi against the U.S. dollar, Euro and other currencies is affected by, among other things, changes in China's political and economic conditions and China's foreign exchange policies. In late 2005, China amended its policy of tracking the value of the RMB to the U.S. dollar. The new policy permitted the RMB to fluctuate against a basket of foreign currencies, which has caused the RMB to appreciate by approximately 23.1% against the US dollar. However, since 2008, the RMB has fluctuated sharply against other freely traded currencies. In 2010, the PRC announced that it would allow greater flexibility for the RMB to appreciate against the U.S. dollar. We cannot provide any assurances that the new policy will not affect the exchange rate between the RMB and the U.S. dollar. In 2008, we began to hedge our Euro exposure against the U.S. dollar using single put and call collars and forward contracts, and more recently knock-in forward contracts. We continued to hedge our Euro exposure against the U.S. dollar in 2009 and into 2010 with similar instruments in order to increase our foreign exchange visibility and limit our foreign exchange losses. In 2008, we incurred a net foreign exchange loss of \$20.0 million. Our net foreign exchange gain in 2009 was \$7.7 million. In 2010, we incurred a net foreign exchange loss of approximately \$36.3 million, which was mitigated by \$1.7 million of gain through hedging.

The collateral requirements to enter into hedging contracts and the expenses associated with purchasing currency options have increased. There are also notional limits on the size of the hedging transactions that we may enter into with any particular counterparty at any given time. In the second half of 2009, these notional limits were inadequate to cover our expected cash flows for the first and second quarters of 2010. These notional limits increased in 2010, which allowed us to hedge expected cash flows and cash balances denominated in foreign currencies, mainly the Euro. However, the effectiveness of our hedging program may be compromised with respect to cost effectiveness, cash management, exchange rate visibility and downside protection.

Furthermore, volatility in foreign exchange rates will hamper, to some extent, our ability to plan our pricing strategy. In addition, since our revenues and expenses are distributed differently among the U.S. dollar, Renminbi and Euro, fluctuations in foreign exchange rates will affect our gross and net profit margins and our operating gains and losses. Any future appreciation of the Renminbi against the U.S. dollar or Euro will tend to increase our costs relative to our revenue, and any depreciation of the Euro against the currencies in which we record expenses will tend to reduce our revenues as expressed in U.S. dollars. To the extent that we are unable to pass along increased costs to our customers, our profits may materially decrease. As a result, fluctuations in currency exchange rates could have a material and adverse effect on our financial condition and results of operations.

*Seasonal variations in demand linked to construction cycles and weather conditions may influence our results of operations.*

Our business is subject to seasonal variations in demand linked to construction cycles and weather conditions. Purchases of solar power products tend to decrease during the winter months in our key markets, such as Germany, due to adverse weather conditions that can complicate the installation of solar power systems. Demand from other countries, such as Canada, the U.S., China and South Korea, may also be subject to significant seasonality.

*We may be unable to obtain adequate capital due to market conditions beyond our control, which may adversely influence our ability to grow our business.*

Our operations are capital intensive. Despite our ability as a publicly traded company to raise capital via public equity and debt issuances in addition to traditional commercial banking credit, weakness in global capital and debt markets may adversely affect our results of operations if we are unable to access the capital necessary to achieve our performance targets and expansion goals. We rely on working capital financing from

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PRC commercial banks for our daily operations. Although we are currently able to obtain new commercial loans from these PRC commercial banks, we cannot guarantee that we can continue to obtain such loans on commercially reasonable terms or at all. Our ability to obtain external financing in the future is subject to a variety of uncertainties, including:

- our future financial condition, results of operations and cash flows;
- general market conditions for financing activities by manufacturers of photovoltaic and related products; and
- economic, political and other conditions in the PRC and elsewhere.

If we are unable to obtain funding in a timely manner and on commercially acceptable terms our growth prospects and future profitability may be adversely affected.

*Our future success depends partly on our ability to significantly expand our capacity to manufacture solar components, which exposes us to a number of risks and uncertainties.*

Our future success depends on our ability to significantly increase our capacity to manufacture solar components. If we are unable to do so, we may be unable to expand our business, decrease our manufacturing costs, maintain our competitive position and improve our profitability. Our ability to establish additional manufacturing capacity is subject to significant risks and uncertainties, including:

- the need to raise significant additional funds to purchase raw materials and to build additional manufacturing facilities, which we may be unable to obtain on commercially reasonable terms or at all;
- delays and cost overruns as a result of a number of factors, many of which are beyond our control, including delays in equipment delivery by vendors;
- delays or denial of required approvals by relevant government authorities;
- diversion of significant management attention and other resources; and
- failure to execute our expansion plan effectively.

If we are unable to establish or successfully operate our internal solar components manufacturing capabilities, we may be unable to expand our business as planned. Moreover, even if we do expand our manufacturing capacity, we might not be able to generate sufficient customer demand for our solar power products to support our increased production levels.

*Due to the general economic environment and other factors, we may be unable to generate sufficient cash flows or acquire access to external financing necessary to fund planned operations and make adequate capital investments.*

We anticipate that our operating and capital expenditures will increase substantially in the foreseeable future. To develop new products, support future growth, achieve operating efficiencies and maintain product quality, we must make significant capital investments in manufacturing technology, facilities and capital equipment, research and development, and product and process technology. We also anticipate increased costs as we expand our manufacturing operations, hire additional personnel, make advance payments for raw materials or pay more to procure such materials, including polysilicon, increase our sales and marketing efforts, invest in joint ventures and acquisitions, and continue our research and development efforts with respect to our products and manufacturing technologies. Certain of our suppliers also require performance bonds issued by a bonding agency or letters of credit issued by financial institutions. Obtaining letters of credit requires adequate collateral. Our letter of credit facility is collateralized by restricted cash, which reduces the amount of cash available for operations.

We anticipate significant capital expenditures in 2011 related to improvements of our solar cell manufacturing technology and other projects. Our capital expenditures and use of working capital may be greater than we expect if we invest in additional development and construction of solar power plants or decide



to accelerate the increase of our manufacturing capacity both internally and through capital contributions, via selected joint ventures. The financing that we require for the construction of solar power plants may not be available on terms acceptable to us. In addition, we could make additional investments in our joint ventures or guarantee certain financial obligations of our joint ventures, which could reduce our cash flows, increase our indebtedness and expose us to the credit risk of our joint ventures. If our capital resources are insufficient to satisfy our liquidity requirements, we may seek to market additional equity securities, debt securities and/or obtain other debt financing. The economic environment may limit our ability to raise capital by issuing new equity or debt securities on acceptable terms. Lenders may be unwilling to lend funds that would be required to supplement cash flows to support daily operations. Increased debt would result in increased expenses and may give rise to restrictive covenants or collateral requirements. Financing arrangements, including project financing for our solar power plants, may not be available to us, or may not be available in amounts or on terms acceptable to us. We may also seek to sell assets, reduce or delay capital investments, or refinance or restructure our debt. There can be no assurance that we will be able to generate sufficient cash flows, find other sources of capital to fund our operations and solar power plant projects, make adequate capital investments to remain competitive in terms of technology development and cost efficiency required by our projects. If adequate funds and alternative resources are not available on acceptable terms, our ability to fund our operations, develop and construct solar power plants, develop and expand our manufacturing operations and distribution network, maintain our research and development efforts, provide collateral for our projects or otherwise respond to competitive pressures would be significantly impaired. Our inability to do the foregoing could have a material and adverse effect on our business and results of operations.

*Our dependence on Chinese banks for extension of our existing loans and extension of additional loans exposes us to funding risks, which may materially and adversely affect our operations.*

We require significant cash flow and funding to support our operations. For example, there is a significant time lag between the time that we make payments to our suppliers and the time that we collect payments from our customers. As a result, we rely on short-term borrowings to provide working capital for our daily operations. Since the majority of our short-term borrowings come from Chinese banks, we are exposed to lending policy changes by the Chinese banks. If the Chinese government changes its macroeconomic policies, which forces the Chinese banks to tighten its lending practices, we may not be able to extend our short term borrowings, which will expire at the end of 2011, or make additional borrowings. As a result, we may not be able to fund our operations to the same extent as in previous years, which may have a material and adverse effect on our operations.

*Cancellation of customer orders may make us unable to recoup any prepayments made to suppliers.*

We were generally required to make prepayments to certain suppliers of silicon wafers and cells and silicon raw materials in the past. Although we require certain customers to make partial prepayments, there is a lag between the due date for the prepayment of purchased silicon wafers and cells and silicon raw materials and the actual time that our customers make prepayments. The purchase of solar wafers and cells and silicon raw materials through toll manufacturing arrangements has required, and will continue to require us to make significant commitments of working capital beyond the cash flows generated from our operations to support our estimated production output. In the event our customers cancel their orders, we may not be able to recoup prepayments made to suppliers, which could adversely influence our financial condition and results of operations.

*Credit terms offered to some of our customers expose us to the credit risks of such customers and may increase our costs and expenses, which could in turn materially and adversely affect our revenues, liquidity and results of operations.*

We offer some customers unsecured short-term and/or medium-term credit based on our relationships with them and market conditions. As a result, our claims for payments and sales credits rank as unsecured claims, which would expose us to credit risk if our customers become insolvent or bankrupt.

From time to time, we sell our products to high credit risk customers in order to gain early access to emerging or promising markets, increase our market share in existing key markets or because of the prospects of future sales with a rapidly growing customer. There are high credit risks in doing business with these customers because they are often small, young and high-growth companies with significantly unfunded working capital, inadequate balance sheet and credit metrics and limited operating histories. If these customers are not able to obtain satisfactory working capital, maintain adequate cash flow, or obtain construction financing for the projects where our modules are used, they may be unable to pay for the products for which they have submitted purchase orders or of which they have taken delivery. Our legal recourse under such circumstances may be limited if the customer's financial resources are already constrained or if we wish to continue to do business with that customer. For example, we took back solar modules that we had sold and shipped to certain customers that were unable to pay under the terms of our agreements or to provide any security that would have allowed us to extend our payment terms. As a result, we resold the modules to other customers at lower prices, which negatively influenced our revenue and margins. Revenue recognition for this type of customer is deferred until cash is received. If more customers to whom we extend credit are unable to pay for our products, our revenues, liquidity and results of operations could be materially and adversely affected.

*Our dependence on a limited number of silicon wafer and cell and silicon suppliers, and the limited number of suppliers for certain other components, such as silver metallization paste, solar module back-sheet, and ethylene vinyl acetate, or EVA, encapsulant, could prevent us from delivering our products to our customers in the required quantities and on time, which could result in order cancellations and decreased revenues.*

We purchase silicon raw materials, which include solar grade silicon, and silicon wafers and solar cells, from a limited number of third-party suppliers. Our major suppliers of silicon raw materials include GCL and Zhejiang Huayou Electronics Co., Ltd., and our major suppliers of solar cells include Neo Solar and E-Ton Solar Tech Co., Ltd. These suppliers may not be able to meet our quantity requirements, or keep pace with the price reductions or quality improvements, necessary for us to price our products competitively. Supply may also be interrupted by accidents. For example, in the first three quarters of 2008, we experienced serious delays from one of our suppliers of silicon wafers, which in turn caused delays in deliveries and price increases of our solar modules for some of our customers. In the fourth quarter of 2009 and the first half of 2010, we experienced some delivery issues with suppliers of silicon wafers, cells, connectors and encapsulant that caused us to miss shipment deadlines to some of our customers. Delivery problems may also occur with suppliers of other components, such as silver metallization paste, low-iron glass, and solar module back sheet. The failure of a supplier, for whatever reason, to supply silicon wafers, solar cells, silicon raw materials or other essential components that meet our quality, quantity and cost requirements in a timely manner could impair our ability to manufacture our products or increase our costs. The impact could be more severe if we are unable to access alternative sources on a timely basis or on commercially reasonable terms, and could prevent us from delivering our products to our customers in the required quantities and at prices that are profitable. Problems of this kind could cause order cancellations, reduce our market share, harm our reputation and cause legal disputes with our customers.

*We are developing and commercializing higher conversion efficiency cells, such as selective emitter cells, in order to produce higher-powered modules, which may command better prices. We cannot assure that we will be able to mass-produce these cells in a cost effective way, if at all.*

Higher efficiency cell structures are becoming a more important cost and brand factor in the solar power industry. Such cells may yield higher power outputs without costing more to produce than lower efficiency cells, thereby lowering the manufactured cost per watt. The ability to manufacture and sell modules made from such cells may also be an important competitive advantage because system owners can obtain a higher yield of electricity from the modules that have a similar infrastructure, footprint and system cost compared to systems with modules using lower efficiency cells. Higher conversion efficiency solar cells and the resulting higher output modules are also one of the considerations in maintaining a price premium over thin-film products. However, while we are making the necessary capital equipment investments to develop higher conversion efficiency products, there is no assurance we will be able to commercialize some or any of these

products in a cost effective way, or at all. In the near term, such products may command a modest premium. In the longer term, if our competitors are able to manufacture such products and we cannot do the same, we will be at a competitive disadvantage, which will likely influence our product pricing and therefore our financial performance.

*Since we cannot test our products for the duration of our standard warranty periods, we may be subject to unexpected warranty expense.*

Before June 2009, we typically sold our standard solar modules with a two-year guarantee for defects in materials and workmanship and a 10-year and 25-year warranty against declines of more than 10% and 20%, respectively, from the initial minimum power generation capacity at the time of delivery. From June 2009, we increased our warranty against defects in materials and workmanship to six years. We typically sell our specialty solar modules and products with a one-year warranty against defects in materials and workmanship and may, depending on the characteristics of the product, include a limited warranty of up to ten years against declines of the minimum power generation capacity specified at the time of delivery. We believe our warranty periods are consistent with industry practice. Due to the long warranty period, we bear the risk of extensive warranty claims long after we have shipped our products and recognized revenue. We began selling specialty solar modules and products in 2002 and only began selling standard solar modules in 2004. Any increase in the defect rate of our products would require us to increase our warranty reserves and would have a corresponding negative impact on our operating results. Although we conduct quality testing and inspection of our solar module products, our solar module products have not been and cannot be tested in an environment simulating the up-to-25-year warranty periods. Similarly, our UMG-Si solar products, while silicon based and theoretically durable and reliable, are relatively new to the market and are subject to the same testing limitations as our other solar products. In particular, unknown issues may surface after extended use. These issues could potentially affect our market reputation and adversely affect our revenues, giving rise to potential warranty claims by our customers. As a result, we may be subject to unexpected warranty expense and associated harm to our financial results as long as 25 years after the sale of our products.

In April 2010, we entered into agreements with a group of insurance companies to reduce some of this risk. Under the policies, the insurance companies cover the liabilities listed on our warranty statement up to certain maximum claim limits and subject to certain deductibles. The warranty insurance is renewable annually. See “Item 4. Information on the Company — B. Business Overview — Insurance.”

*We may not continue to be successful in developing and maintaining a cost-effective solar cell manufacturing capability.*

We plan to continue expanding our in-house solar cell manufacturing capabilities to support our core solar module manufacturing business. We expanded our annual solar cell production capacity to 800 MW by December 31, 2010 from 420 MW in 2009. In 2011, we intend to add a further 500 MW, which will bring our total annual solar cell production capacity to 1.3 GW. However, we only have limited and recent operating experience in this area and we may face significant product development challenges in the solar cell business. Manufacturing solar cells is a complex process and we may not be able to produce solar cells of sufficient quality to meet our solar module manufacturing standards. Minor deviations in the manufacturing process can cause substantial decreases in yield and in some cases cause no yield output or production to be suspended. We will need to make capital expenditures to purchase manufacturing equipment for solar cell production and will also need to make significant investments in research and development to keep pace with technological advances in solar power technology. The technologies, designs and customer preferences for solar cells can change rapidly, and solar cell product life cycles are shorter than those for solar modules. We also face increased costs to comply with environmental laws and regulations. Any failure to successfully develop and maintain cost-effective solar cell manufacturing capability may have a material and adverse effect on our business and prospects. For example, in the fourth quarter of 2009 and the first half of 2010, we purchased a large percentage of solar cells from third parties. This negatively affected our margins compared with those of our competitors since it is less expensive to produce cells internally than to purchase them. Because the

purchases were made in a period of high demand, solar cell prices tend to be higher and their availability reduced.

In addition, although we intend to continue direct purchasing of solar cells and toll manufacturing arrangements through a limited number of strategic partners, our existing relationships with solar cell suppliers may be disrupted if we engage in the large-scale production of solar cells ourselves. If solar cell suppliers discontinue or reduce the supply of solar cells to us, through direct sales or through toll manufacturing arrangements, and we are not able to compensate for the loss or reduction by manufacturing our own solar cells, our business and results of operations may be adversely affected.

*It may be difficult to develop our internal production capabilities for silicon ingots and wafers or to achieve acceptable yields and product performance as a result of manufacturing problems.*

We have been increasing our internal production capabilities for the manufacture of silicon ingots and wafers. We completed the initial phase of our silicon ingot and wafer plant in the third quarter of 2008 and reached a nameplate capacity of approximately 200 MW as of December 31, 2010. We have limited prior operational experience in ingot and silicon wafer production and will face significant challenges in further increasing our internal production capabilities. The technology is complex and will require costly equipment and hiring of highly skilled personnel. In addition, we may experience delays in further developing these capabilities and in obtaining the governmental permits required to carry on these operations.

If we are able to develop these production capabilities successfully, we will need to continuously enhance and modify these capabilities in order to improve yields and product performance. Microscopic impurities such as dust and other contaminants, difficulties in the manufacturing process, disruptions in the supply of utilities or defects in the key materials and tools used to manufacture silicon wafers can cause a percentage of the silicon wafers to be rejected, which would negatively affect our yields. We may experience manufacturing difficulties that cause production delays and lower than expected yields.

Problems in our facilities, including but not limited to production failures, construction delays, human errors, weather conditions, equipment malfunction or process contamination, may limit our ability to manufacture products, which could seriously harm our operations. We are also susceptible to floods, droughts, power losses and similar events beyond our control that would affect our facilities. A disruption in any step of the manufacturing process will require us to repeat each step and recycle the silicon debris, which would adversely affect our yields.

*Our future growth depends in part on our ability to make strategic acquisitions and investments and to establish and maintain strategic relationships, and our failure to do so could have a material and adverse effect on our market penetration and revenue growth.*

We may acquire other businesses, make strategic investments or establish strategic relationships with third parties to improve our market position or expand our products and services. We cannot assure that we will be able to successfully make strategic acquisitions and investments or establish strategic relationships with third parties that will prove to be effective for our business. Our inability to do so could materially and adversely affect our market penetration, our revenue growth and our profitability.

Investments, strategic acquisitions and relationships with third parties could subject us to a number of risks, including risks associated with sharing proprietary information and loss of control of operations that are material to our business. Moreover, strategic acquisitions, investments and relationships may be expensive to implement and subject us to the risk of non-performance by a counterparty, which may in turn lead to monetary losses that materially and adversely affect our business.

*If we are unable to attract, train and retain technical personnel, our business may be materially and adversely affected.*

Our future success depends, to a significant extent, on our ability to attract, train and retain technical personnel. Recruiting and retaining capable personnel, particularly those with expertise in the solar power

industry, are vital to our success. There is substantial competition for qualified technical personnel, and there can be no assurance that we will be able to attract or retain sufficient technical personnel. If we are unable to attract and retain qualified employees, our business may be materially and adversely affected.

*Our dependence on a limited number of customers and our lack of long-term customer contracts may cause significant fluctuations or declines in our revenues.*

We sell a substantial portion of our solar module products to a limited number of customers, including distributors, system integrators and various manufacturers who either integrate our products into their own products or sell them as part of their product portfolio. Our top five customers collectively accounted for approximately 52.6%, 57.5% and 26.0% of our net revenues in 2008, 2009 and 2010, respectively. We typically enter into one-year framework sales agreements with our customers, with quarterly firm orders stipulating prices and quantities. We anticipate that our dependence on a limited number of customers will continue for the foreseeable future. Consequently, any of the following events may cause material fluctuations or declines in our revenues:

- reduced, delayed or cancelled orders from one or more of our significant customers;
- the loss of one or more of our significant customers;
- a significant customer's failure to pay for our products on time; and
- a significant customer's financial problems or insolvency.

As we continue to expand our business and operations, our top customers continue to change. We cannot assure that we will be able to develop a consistent customer base.

*Product liability claims against us could result in adverse publicity and potentially significant monetary damages.*

We, along with other solar module product manufacturers, are exposed to risks associated with product liability claims if the use of our solar module products results in injury. Since our products generate electricity, it is possible that users could be injured or killed by our products due to product malfunctions, defects, improper installation or other causes. We shipped our first products in March 2002 and, because of our limited operating history, we cannot predict whether product liability claims will be brought against us in the future, or the effect of any resulting negative publicity on our business. Although we carry limited product liability insurance, we may not have adequate resources to satisfy a judgment if a successful claim is brought against us. The successful assertion of product liability claims against us could result in potentially significant monetary damages and require us to make significant payments. Even if the product liability claims against us are determined in our favor, we may suffer significant damage to our reputation.

*Our founder, Dr. Shawn Qu, has substantial influence over our company and his interests may not be aligned with the interests of our other shareholders.*

As of March 31, 2011, Dr. Shawn Qu, our founder, chairman, president and chief executive officer, beneficially owned 13,040,000 common shares, or 30.0% of our outstanding share capital. As a result, Dr. Qu has substantial influence over our business, including decisions regarding mergers, consolidations and the sale of all or substantially all of our assets, the election of directors and other significant corporate actions. This concentration of ownership may discourage, delay or prevent a change in control of our company, which could deprive our shareholders of an opportunity to receive a premium for their shares as part of a sale of our company and might reduce the price of our common shares.

*We may be exposed to infringement, misappropriation or other claims by third parties, which, if determined adversely to us, could require us to pay significant damage awards.*

Our success depends on our ability to use and develop our technology and know-how and sell our solar module products without infringing the intellectual property or other rights of third parties. The validity and

scope of claims relating to solar power technology patents involve complex scientific, legal and factual questions and analyses and are therefore highly uncertain. We may be subject to litigation involving claims of patent infringement or the violation of intellectual property rights of third parties. Defending intellectual property suits, patent opposition proceedings and related legal and administrative proceedings can be both costly and time-consuming and may significantly divert the efforts and resources of our technical and management personnel. Additionally, we use both imported and China-made equipment in our production lines, sometimes without sufficient supplier guarantees that our use of such equipment does not infringe third-party intellectual property rights. This creates a potential source of litigation or infringement claims. An adverse determination in any such litigation or proceedings to which we may become a party could subject us to significant liability to third parties or require us to seek licenses from third parties, pay ongoing royalties, redesign our products or subject us to injunctions prohibiting the manufacture and sale of our products or the use of our technologies. Protracted litigation could also defer customers or potential customers or limiting their purchase or use of our products until such litigation is resolved.

*Compliance with environmental regulations can be expensive, and noncompliance with these regulations may result in adverse publicity and potentially significant monetary damages, fines and the suspension or even termination of our business operations.*

We are required to comply with all national and local environmental regulations. As we expanded our silicon reclamation program and research and development activities and moved into ingot, wafer and cell manufacturing, we began to generate material levels of noise, wastewater, gaseous wastes and other industrial waste in our business operations. Additionally, as we expanded our internal solar components production capacity, our risk of facility incidents with a potential environmental impact also increased. We believe that we comply with all environmental laws and regulations and have all necessary environmental permits to conduct our business as it is presently conducted. However, if more stringent regulations are adopted in the future, the costs of complying with these new regulations could be substantial. If we fail to comply with present or future environmental regulations, we may be required to pay substantial fines, suspend production or cease operations. Any failure by us to control our use of or to restrict adequately the discharge of, hazardous substances could subject us to potentially significant monetary damages, fines or suspensions of our business operations.

Our solar modules and products must comply with the environmental regulations of the jurisdictions in which they are installed, and we may incur expenses to design and manufacture our products to comply with such regulations. For example, we increased our expenditures to comply with the European Union's Restriction of Hazardous Substances Directive, which took effect in July 2006, by reducing the amount of lead and other restricted substances in our solar module products. Furthermore, we may need to comply with the European Union's Waste Electrical and Electronic Equipment Directive if solar modules and products are re-classified as consumer electronics under the directive or if our customers located in other markets demand that they comply with this directive. This would require us to implement manufacturing process changes, such as changing the soldering materials used in module manufacturing, in order to continue to sell our products in these markets. If compliance is unduly expensive or unduly difficult, we may lose market share and our financial results may be adversely affected.

*We may not be successful in establishing our brand name in important markets and the products we sell under our brand name may compete with the products we manufacture on an original equipment manufacturer, or OEM, basis for our customers.*

We sell our products primarily under our own brand name but also on an OEM basis. In certain markets, our brand may not be as prominent as other more established solar power vendors, and there can be no assurance that the "CSI" or "Canadian Solar" brand name or any of our possible future brand names will gain acceptance among customers. Moreover, because the range of products that we sell under our own brands and those we manufacture for our OEM customers may be substantially similar, we cannot assure that we will not directly or indirectly compete with our OEM customers. This could negatively affect our relationship with our OEM customers.

*Failure to protect our intellectual property rights in connection with new specialty solar modules and products may undermine our competitive position.*

As we develop and bring to market new specialty solar modules and products, we may need to increase our expenditures to protect our intellectual property. Our failure to protect our intellectual property rights may undermine our competitive position. We currently have 38 patents and 100 patent applications pending in the PRC for products that contribute a relatively small percentage of our net revenues. We also have two United States patents, issued in November 2009 and February 2010. We also have three patent applications pending in Europe. We applied for registration of the “Canadian Solar” trademark in the United States in March 2009 and subsequently in a number of other jurisdictions, including Australia, Canada, Europe, India, South Korean, Japan and the United Arab Emirates, among which, the trademark “Canadian Solar” filed in Australia, Europe and Japan have been registered. We also have 11 registered trademarks and 19 trademark applications pending in the PRC, and 10 registered trademarks and 11 trademark applications pending outside of China. These intellectual property rights afford only limited protection and the actions we take to protect our rights as we develop new specialty solar modules and products may not be adequate. Policing the unauthorized use of proprietary technology can be difficult and expensive. In addition, litigation, which can be costly and divert management attention, may be necessary to enforce our intellectual property rights, protect our trade secrets or determine the validity and scope of the proprietary rights of others.

*If our internal control over financial reporting or disclosure controls and procedures are not effective, there may be errors in our financial statements that could require a restatement or our filing may not be timely and investors may lose confidence in our reported financial information, which could lead to a decline in our stock price.*

We are subject to the reporting obligations under U.S. securities laws. The Securities and Exchange Commission, or SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, adopted rules requiring every public company to include a management report on its internal control over financial reporting in its annual report, which contains management’s assessment of the effectiveness of its internal control over financial reporting. In addition, an independent registered public accounting firm must report on the effectiveness of the company’s internal controls over financial reporting. Our management identified material weaknesses in our internal controls over financial reporting in 2009 and concluded that our disclosure controls and procedures were not effective as of December 31, 2009. See “Item 15. Controls and Procedures.” In 2010, we implemented additional controls and made improvements to existing controls to remediate these material weaknesses. However, we cannot assure that significant deficiencies or material weaknesses in our internal controls over financial reporting will not be identified in the future. Any significant deficiencies or material weaknesses in our internal controls could cause us not to meet our periodic reporting obligations in a timely manner or result in material misstatements in our financial statements. Significant deficiencies or material weaknesses in our internal controls over financial reporting could also cause investors to lose confidence in our reported financial information, leading to a decline in our share price.

*We face risks related to an SEC subpoena and private securities litigation.*

We received a subpoena from the SEC requesting documents relating to, among other things, certain sales transactions in 2009. We cannot predict when the SEC will complete its investigation or what its outcome will be.

In addition, our company and certain of our directors and executive officers have been named as defendants in six shareholder class action lawsuits filed in the United States District Court for the Southern District of New York and one filed in the United States District court for the Northern District of California. These lawsuits have been consolidated into one class action and the consolidated complaint did not name our directors as defendants. See “Item 8. — Financial Information — A. Consolidated and Other Financial Information — Legal and Administrative Proceedings.” We are generally obligated, to the extent permitted by law, to indemnify our directors and officers who are named defendants in these lawsuits. Although we believe the allegations are without merit, we are unable to estimate what our liability in these matters may be, and we

may be required to pay judgments or settlements and incur expenses in aggregate amounts that could have a material and adverse effect on our financial condition or results of operations.

***Risks Related to Doing Business in China***

*We have not obtained approvals from the PRC National Development and Reform Commission, or NDRC, for some of our operational projects in China, which may materially and adversely affect our business, results of operations and prospects.*

According to the Interim Administrative Measures for the Examination and Approval of Foreign-invested Projects, or Interim Measures, issued by the NDRC on October 9, 2004, the NDRC or its local offices must approve a foreign invested-project. Failing to obtain the NDRC's approval may adversely affect a company's ability to obtain the necessary approvals from, or to complete the registration procedures with other government authorities administering project-related matters, such as land resources, city planning, workplace safety, taxation and foreign exchange, for its foreign-invested projects. In addition, the NDRC has tighten its administration and regulation over foreign-invested projects by issuing the Circular on Further Strengthening and Regulating the Administration on Foreign-invested Project, or Administration Circular, on July 8, 2008. According to the Administration Circular, a company with foreign-invested projects that were not approved by the NDRC may be required to take rectifying measures and those projects that seriously violate applicable PRC regulations may be ordered to cease construction. In addition, a company that fails to obtain necessary NDRC approvals for its projects may not be entitled to certain tax reductions and exemptions for equipment purchases or other preferential policies.

We have not obtained NDRC approvals for some of our operational projects in China. We do not believe our non-compliance with the Interim Measures constitutes serious violations under the Administration Circular for the following reasons: (i) our projects generally fall into an "encouraged foreign investment industry" category under the Foreign Investment Industrial Guidance Catalogue and, therefore, comply with PRC foreign-invested industrial policies; and (ii) we have duly obtained approvals from other PRC government authorities and completed other regulatory registrations with respect to the construction of these projects. However, the government has not yet provided a detailed explanation as to what constitutes a "serious violation" under the Administration Circular. In addition, we have completed the construction of substantially all of these projects and the NDRC has not issued any explanatory or implementation rules as to what penalties will be imposed on projects whose construction has been completed without proper NDRC approval. The NDRC may not interpret the current rules in our favor, or it may issue rules that are more stringent or regulations applicable to projects without proper NDRC approval in the future, which could have a material and adverse effect on our business, results of operations and prospects.

*The enforcement of the new labor contract law and increases in labor costs in the PRC may adversely affect our business and our profitability.*

A new Labor Contract Law came into effect on January 1, 2008, and the Implementation Rules thereunder were promulgated and became effective on September 18, 2008. The new Labor Contract Law and the Implementation Rules imposed more stringent requirements on employers with regard to executing written employment contracts, hiring temporary employees, and dismissing employees. In addition, under the newly promulgated Regulations on Paid Annual Leave for Employees, which came into effect on January 1, 2008, and their Implementation Measures, which were promulgated and became effective on September 18, 2008, employees who have served for more than one year with an employer are entitled to a paid vacation ranging from five to 15 days, depending on their length of service. Employees who waive such vacation time at the request of the employer shall be compensated for each vacation day waived at a rate equal to three times their normal daily salary. Our labor costs are expected to continue to increase due to these new laws and regulations. Higher labor costs and labor disputes with our employees stemming from these new rules and regulations could adversely affect our business, financial condition, and results of operations.



*Our subsidiaries will lose certain tax benefits over the next several years and we expect to pay additional PRC taxes as a result, which could have a material and adverse impact on our financial condition and results of operations.*

On January 1, 2008, the new Enterprise Income Tax Law, or the new EIT Law, came into effect in China. Under the new EIT Law, both foreign-invested enterprises and domestic enterprises are subject to a uniform enterprise income tax rate of 25%. There is a transition period for enterprises that were given preferential tax treatment under the previous tax law. Enterprises that were subject to an enterprise income tax rate lower than 25% will have the new uniform enterprise income tax rate of 25% phased in over a five-year period from the effective date of the new EIT Law. Enterprises that were entitled to exemptions or reductions from the standard income tax rate for a fixed term may continue to enjoy such treatment until the fixed term expires, subject to certain limitations. The new EIT Law provides for preferential tax treatment for certain categories of industries and projects that are strongly supported and encouraged by the state. For example, enterprises classified as a “High and New Technology Enterprise,” or HNTE, are entitled to a 15% enterprise income tax rate.

Our subsidiary, CSI Solartronics (Changshu) Co., Ltd., or CSI Solartronics, has been recognized as an HNTE. However, because it does not satisfy certain requirements for the reduced 15% enterprise income tax rate, CSI Solartronics is still subject to a 25% enterprise income tax rate. CSI Solar Manufacture Inc., or CSI Suzhou Manufacturing, was subject to a reduced enterprise income tax rate of 12.5% to the end of 2009, when its tax holiday expired. CSI Cells Co. Ltd., or CSI cells, is subject to a reduced enterprise income tax rate of 12.5% until the end of 2011, when its tax holiday expires. Canadian Solar Manufacturing (Changshu) Inc. (formerly known as Changshu CSI Advanced Solar Inc.), or CSI Changshu Manufacturing, was exempt from tax for 2009 and will be subject to a reduced enterprise tax rate of 12.5% for 2010, 2011 and 2012, at which time its tax holiday will expire as well. As the preferential tax benefits currently enjoyed by our PRC subsidiaries expire, their effective tax rates will increase significantly.

*There are significant uncertainties in our tax liabilities regarding our income under the new Enterprise Income Tax Law.*

We are a Canadian company with substantially all of our manufacturing operations in China. Under the new EIT Law and its implementation regulations, both of which became effective on January 1, 2008, enterprises established outside China whose “effective management” is located in China are considered PRC tax residents and will generally be subject to the uniform 25% enterprise income tax rate on their global income. Under the implementation regulations, the term “effective management” is defined as substantial and overall management and control over aspects such as the production and business, personnel, accounts and properties of an enterprise. Currently there are no detailed rules or precedents governing the procedures and specific criteria for determining a company’s effective management, which are applicable to us. As a substantial number of the members of our management team are located in China, we may be considered as a PRC tax resident under the new EIT Law and, therefore, subject to the uniform 25% enterprise income tax rate on our global income. If our global income is subject to PRC enterprise income tax at the rate of 25%, our financial condition and results of operation may be materially and adversely affected.

*Dividends payable by us to our non-Chinese shareholders and gains on the sale of our common shares may become subject to PRC enterprise income tax liabilities.*

The implementation regulations of the new EIT Law provide that (i) if the enterprise that distributes dividends is domiciled in the PRC or (ii) if gains are realized from transferring equity interests of enterprises domiciled in the PRC, then such dividends or capital gains shall be treated as China-sourced income. Also, income sourced within China is determined based on the following principles for equity interest transfers and dividends: (x) for income from transfers of equity interests, source is determined in accordance with the place where the invested enterprise is located; and (y) for income from equity interests such as dividends and profit distributions, source is determined in accordance with the place of the enterprise which makes the distribution.

Currently there are no detailed rules or precedents governing the procedures and specific criteria for determining what it means to be domiciled in the PRC. As a result, it is not clear how the concept of “China domicile” will be interpreted under the new EIT Law. The concept of domicile may be interpreted simply as the jurisdiction where the enterprise is a tax resident. Therefore, if we are considered a PRC tax resident enterprise for tax purposes, any dividends we pay to our overseas shareholders as well as any gains realized by such shareholders from the transfer of our common shares may be regarded as China-sourced income and, consequently, be subject to PRC withholding tax at a rate of up to 10%. The investment returns of our overseas investors, and the value of their investments in us, may be materially and adversely affected if any dividends we pay to them, or any gains realized by them on the transfer of our common shares are subject to PRC withholding tax.

*Restrictions on currency exchange may limit our ability to receive and use our revenues effectively.*

Certain portions of our revenue and expenses are denominated in Renminbi. If our revenues denominated in Renminbi increase or expenses denominated in Renminbi decrease in the future, we may need to convert a portion of our revenues into other currencies to meet our foreign currency obligations, including, among others, payment of dividends, if any, in respect of our common shares. Under China’s existing foreign exchange regulations, our PRC subsidiaries are able to pay dividends in foreign currencies without prior approval from the State Administration of Foreign Exchange, or SAFE, by complying with certain procedural requirements. However, we cannot assure that the PRC government will not take further measures in the future to restrict access to foreign currencies for current account transactions.

Foreign exchange transactions by our PRC subsidiaries under most capital accounts continue to be subject to significant foreign exchange controls and require the approval of PRC governmental authorities. In particular, if we finance our PRC subsidiaries by means of additional capital contributions, certain government authorities, including the Ministry of Commerce or its local counterparts, must approve these capital contributions. These limitations could affect the ability of our PRC subsidiaries to obtain foreign exchange through equity financing.

*Uncertainties with respect to the Chinese legal system could materially and adversely affect us.*

We conduct substantially all of our manufacturing operations through our subsidiaries in China. These subsidiaries are generally subject to laws and regulations applicable to foreign investment in China and, in particular, laws applicable to wholly foreign-owned enterprises. The PRC legal system is based on written statutes. Prior court decisions may be cited for reference but have limited precedential value. Since 1979, PRC legislation and regulations have significantly enhanced the protections afforded to various forms of foreign investments in China. However, since these laws and regulations are relatively new and the PRC legal system is still developing, both in terms of the legal process and the interpretations of many laws, regulations and rules may be inconsistent and enforcement of these laws, regulations and rules may also be inconsistent, which may limit legal protections available to us. In addition, any litigation in China may be protracted and may result in substantial costs and divert our resources and the attention of our management.

### ***Risks Related to Our Common Shares***

*The market price for our common stocks may be volatile.*

The market price for our common shares has been highly volatile and subject to wide fluctuations. During the period from November 9, 2006, the first day on which our common shares were listed on the Nasdaq Global Market, until 31 December 2010, the market price of our common shares ranged from \$3.00 to \$51.80 per share. The closing market price of our common shares on December 31, 2010 was \$12.39 per share. The market price of our common shares may continue to be volatile and subject to wide fluctuations in response to a wide variety of factors, including the following:

- announcements of technological or competitive developments;
- regulatory developments in our target markets affecting us, our customers or our competitors;

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- actual or anticipated fluctuations in our quarterly operating results;
- changes in financial estimates by securities research analysts;
- changes in the economic performance or market valuations of other solar power companies;
- the departure of executive officers and key research personnel;
- patent litigation and other intellectual property disputes;
- litigation and other disputes with our long-term suppliers;
- fluctuations in the exchange rates between the U.S. dollar, the Euro and the RMB;
- SEC investigations or private securities litigation;
- the release or expiration of lock-up or other transfer restrictions on our outstanding common shares; and
- sales or anticipated sales of additional common shares.

In addition, the securities market has from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also have a material and adverse effect on the market price of our common shares.

*Substantial future sales of our common shares in the public market, or the perception that such sales could occur, could cause the price of our common shares to decline.*

Sales of our common shares in the public market, or the perception that such sales could occur, could cause the market price of our common shares to decline. As of December 31, 2010, we had 42,893,044 common shares outstanding. The number of common shares outstanding and available for sale will increase when the remaining holders of our convertible notes receive common shares upon the conversion of their notes, or the holders of options to acquire our common shares upon the exercise of their options, subject to volume, holding period and other restrictions as applicable under Rule 144 and Rule 701 under the Securities Act of 1933, as amended, or the Securities Act. To the extent these shares are sold into the market, the market price of our common shares could decline.

*Your right to participate in any future rights offerings may be limited, which may cause dilution to your holdings.*

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. However, we cannot make these rights available in the United States unless we register the rights and the securities to which the rights relate to under the Securities Act or an exemption from the registration requirements is available. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause a registration statement to be declared effective. Moreover, we may not be able to establish an exemption from registration under the Securities Act. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings.

*Our articles of continuance contain anti-takeover provisions that could adversely affect the rights of holders of our common shares.*

The following provisions in our amended articles of continuance may deprive our shareholders of the opportunity to sell their shares at a premium over the prevailing market price by delaying or preventing a change of control of our company:

- Our board of directors has the authority, without approval from the shareholders, to issue an unlimited number of preferred shares in one or more series. Our board of directors may establish the number of shares to be included in each such series and may fix the designations, preferences, powers and other rights of the shares of a series of preferred shares.

- Our board of directors is entitled to fix and may change the number of directors within the minimum and maximum number of directors provided for in our articles. Our board of directors may appoint one or more additional directors to hold office for a term expiring no later than the close of the next annual meeting of shareholders, subject to the limitation that the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.

*You may have difficulty enforcing judgments obtained against us.*

We are a corporation organized under the laws of Canada and a substantial portion of our assets is located outside of the United States. A substantial portion of our current business operations is conducted in the PRC. In addition, a majority of our directors and officers are nationals and residents of countries other than the United States. A substantial portion of the assets of these persons is located outside the United States. As a result, it may be difficult for you to effect service of process within the United States upon these persons. It may also be difficult for you to enforce in U.S. court judgments obtained in U.S. courts based on the civil liability provisions of the U.S. federal securities laws against us and our officers and directors, many of whom are not residents of the United States and whose assets are located in significant part outside of the United States. In addition, there is uncertainty as to whether the courts of Canada or the PRC would recognize or enforce judgments of U.S. courts against us or such persons predicated upon the civil liability provisions of the securities laws of the United States or any state. In addition, it is uncertain whether such Canadian or PRC courts would be competent to hear original actions brought in Canada or the PRC against us or such persons predicated upon the securities laws of the United States or any state.

*We may be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to U.S. Holders of our common shares.*

Based on the market price of our common shares, the value of our assets and the composition of our income and assets, we do not believe we were a “passive foreign investment company,” or PFIC, for U.S. federal income tax purposes for our taxable year ended December 31, 2010. However, the application of the PFIC rules is subject to uncertainty in several respects, and we cannot assure you the U.S. Internal Revenue Service will not take a contrary position. A non-U.S. corporation will be a PFIC for any taxable year if either (i) at least 75% of its gross income for such year is passive income or (ii) at least 50% of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income. A separate determination must be made after the close of each taxable year as to whether we were a PFIC for that year. Because the value of our assets for purposes of the PFIC test will generally be determined by reference to the market price of our common shares, fluctuations in the market price of the common shares may cause us to become a PFIC. In addition, changes in the composition of our income or assets may cause us to become a PFIC. If we are a PFIC for any taxable year during which a U.S. Holder (as defined in “Item 10. Additional Information — E. Taxation — United States Federal Income Taxation”) holds a common share, certain adverse U.S. federal income tax consequences could apply to such U.S. Holder. See “Item 10. Additional Information — E. Taxation — United States Federal Income Taxation — Passive Foreign Investment Company.”

#### **ITEM 4. INFORMATION ON THE COMPANY**

##### **A. History and Development of the Company**

We were incorporated under the laws of the Province of Ontario, Canada in October 2001. We changed our jurisdiction by continuing under the Canadian federal corporate statute, the Canada Business Corporations Act, or CBCA, effective June 1, 2006. As a result, we are governed by the CBCA.

We have formed the following subsidiaries, all of which are incorporated in China and wholly owned except as otherwise noted:

- CSI Solartronics (Changshu) Co. Ltd., or CSI Solartronics, incorporated in November 2001, which has operations located in Changshu, China, where we conduct sales of solar modules;

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- CSI Solar Manufacture Inc., or CSI Suzhou Manufacturing, incorporated in January 2005, which has operations located in Suzhou, China, where we manufacture primarily standard solar modules;
- CSI Solar Technologies Inc., or CSI Technologies, incorporated in August 2003, which has operations located in Changshu, China, where we conduct solar module product development;
- Canadian Solar Manufacturing (Luoyang) Inc. (formerly known as CSI Central Power Co. Ltd.), or CSI Luoyang Manufacturing, incorporated in February 2006, which has operations located in Luoyang, China, where we manufacture solar module products, solar ingots and solar wafers;
- CSI Cells Co. Ltd., or CSI Cells, incorporated in August 2006, which has operations located in Suzhou, China, where we manufacture solar cells;
- Canadian Solar Manufacturing (Changshu) Inc. (formerly known as Changshu CSI Advanced Solar Inc.), or CSI Changshu Manufacturing, incorporated in August 2006, which has operations located in Changshu, China, where we manufacture solar modules;
- CSI Solar Power (China) Inc., or CSI China Holdings, incorporated in July 2009, which has operations in Suzhou, China and serves as our holding company in China;
- CSI Solar New Energy (Suzhou) Co. Ltd., or CSI New Energy, incorporated in December 2005, which was acquired by CSI China Holdings in March 2010; through which we will manufacture solar cells in Suzhou;
- Canadian Solar Solutions Inc., or CSSI, incorporated in Ontario, Canada in June 2009, through which we conduct marketing and sales activities in Canada. We also have a number of non-wholly owned subsidiaries under CSSI, all of which were incorporated in Ontario, Canada in November 2009, through which we conduct project development activities in Canada;
- Canadian Solar (USA) Inc., incorporated in Delaware in June 2007, through which we carry out marketing and sales activities in the United States;
- Canadian Solar Japan, K.K., or CSI Japan, incorporated in Japan as a wholly owned subsidiary in June 2009, through which we conduct marketing and sales activities in Japan; between December 2009 and May 2010, we sold an aggregate of 28% of the outstanding capital stock of CSI Japan to two Japanese companies; in August 2010, we increased our capital contribution in CSI Japan. We currently hold 91.4% of CSI Japan;
- Canadian Solar EMEA GmbH, (formerly known as Canadian Solar (Deutschland) GmbH), incorporated in Germany in August 2009, through which we conduct marketing and sales activities in Europe;
- CSI Project Consulting GmbH, or CSI Germany Projects, incorporated in Germany in 2009, a 70% owned subsidiary through which we invested in CVB Solar GmbH, a German solar power project. In January 2011, CSI Germany Projects sold all of its interest in CVB Solar GmbH to its joint venture partner;
- Canadian Solar Manufacturing (Ontario) Inc., or CSI Ontario Manufacturing, incorporated in Ontario, Canada in June 2010, through which we conduct our solar module manufacturing activities in Canada;
- Canadian Solar (Australia) Pty Ltd., incorporated in New South Wales, Australia in February 2011, through which we provide sales support services in Australia; and
- Canadian Solar International Limited, incorporated in Hong Kong in March 2011, through which we carry out sales and marketing activities.

See “Item 4. Information on the Company — C. Organizational Structure” for additional information on our corporate structure.

Our principal executive office is located at 650 Riverbend Drive, Suite B, Kitchener, Ontario, Canada N2K 3S2. Our telephone number at this address is (1-905) 530-2334 and our fax number is (1-905) 530-2001.

Our principal place of business is at No. 199 Lushan Road, Suzhou New District, Suzhou, Jiangsu 215129, People's Republic of China.

All inquiries to us should be directed at the address and telephone number of our principal executive offices set forth above. Our website is [www.canadiansolar.com](http://www.canadiansolar.com). The information contained on or accessible through our website does not form part of this annual report.

## **B. Business Overview**

### *Overview*

We design, develop, manufacture and sell solar cell and solar module products that convert sunlight into electricity for a variety of uses. We are incorporated in Canada and conduct substantially all of our manufacturing operations in China. Our products include a range of standard solar modules built to general specifications for use in a wide range of residential, commercial and industrial solar power generation systems. We also design and produce specialty solar modules and products based on our customers' requirements. Specialty solar modules and products consist of customized solar modules that our customers incorporate into their own products, such as solar-powered bus stop lighting, and complete specialty products, such as portable solar home systems and solar-powered car battery chargers. We sell our products under our "CanadianSolar" brand name and to OEM customers under their brand names. We also sell solar system kits and implement solar power development projects.

We believe we offer one of the broadest crystalline silicon solar module product lines in the industry. Our product lines range from modules made of medium power, to high efficiency, high power output mono-crystalline modules, as well as a range of specialty products. We currently sell our products to a diverse customer base in various markets worldwide, including Germany, Spain, the U.S., France, the Czech Republic, Italy, South Korea, Japan, Canada and China. We sell our standard solar modules to distributors and system integrators, as well as to solar projects.

We continue to invest in our sales, marketing, and customer support efforts, particularly in North America and China. We established subsidiaries in both Canada and Japan in 2009 and a manufacturing subsidiary in Ontario, Canada in 2010. We established new subsidiaries in Australia and Hong Kong in early 2011.

In the past, we employed a flexible vertically integrated business model that combines internal manufacturing capacity with direct material purchases and outsourced toll-manufacturing relationships for both cells and wafers. We do not outsource module production and we have no internal polysilicon production. Starting in 2010, we have been adjusting to a vertically integrated model. While we continue to purchase cells and wafers, our reliance on externally purchased cells will decrease from approximately 50% of our shipments to less than 25%. Similarly, we intend to increase the proportion of ingots and wafers that we manufacture internally to 50% of our wafer requirements.

We have expanded our in-house manufacturing capacity for ingots, silicon wafers, solar cells and solar modules. Solar modules account for the majority of our sales. As of December 31, 2010, we had 1.3 GW of combined annual solar module manufacturing capacity at our Changshu and Luoyang facilities in China. We are currently building a 218 MW module plant in Ontario, Canada, and further expanding our Changshu plant. The new facilities in Ontario commenced operations in the first quarter of 2011 and are expected to be at full operational capacity by the third quarter of 2011. On a combined basis, our total module capacity is expected to reach to 2.0 GW. As of December 31, 2010, our annual solar cell manufacturing capacity was 800 MW. We intend to increase our cell capacity by an additional 500 MW in 2011, which will bring the total to 1.3 GW by mid-year. As of December 31, 2010, our ingot and wafer manufacturing capacity was approximately 200 MW. We intend to use substantially all of the silicon wafers that we manufacture to supply our own solar cell plant and to use substantially all of the solar cells that we manufacture to produce our own solar module products.

We are focused on reducing our production costs by improving solar cell conversion efficiency, enhancing manufacturing yields and reducing raw material costs. In January 2009, we established a new solar cell efficiency research center to develop more efficient cell structures, and we have been making ongoing improvements in solar cell conversion efficiency and product cost control. We plan to ship new products such

as higher efficiency modules in late 2011 and expect to see these products reach the market in much more meaningful volumes.

In the fourth quarter of 2009, we began the conversion of our first cell line to Enhanced Selective Emitter, or ESE, production, and we started to ship ESE-based module products in March 2010. We installed additional ESE production lines in the third quarter of 2010, bringing this capacity to 80 MW as of December 31, 2010. We plan to install an additional 200 MW by mid-year 2011.

### ***Our Products***

We design, develop, manufacture and sell solar cell and solar module products, which consist of standard solar modules, specialty solar modules, solar system kits and products.

#### *Standard Solar Modules*

Our standard solar modules are arrays of interconnected solar cells encapsulated in weatherproof frames. We produce a wide variety of standard solar modules, ranging from 0.2 W to in excess of 300 W in power and using multi-crystalline or mono-crystalline cells in several different formats, including general purpose 60" × 6" cell and 72" × 5" cell formats, small modules for specialty products (see below) and larger formats for ground-mounted projects. Larger formats include a 72" × 6" cell format and a 96" × 5" cell format. In 2009, most of our products employed 6" multicrystalline cells. In 2010, we started shipping a higher percentage of modules assembled with 6" monocrystalline cells. We have applied for and received quality and safety certifications for modules with improved frames for rail-less mounting systems, an AC module and higher-powered modules in standard formats, such as a 60" × 6" cell, 260 W module. We expect such modules to be substantially cheaper to install because they require less labor and materials, especially in residential rooftop applications. In the third quarter of 2011, we expect to begin assembling modules using wrap-through cells on a commercial basis, which would be entirely soldered on the backside of the cell. We believe these modules can achieve module conversion efficiencies in excess of 17%. We may also benefit from raw materials savings, the use of conductive adhesives instead of solder, and more cost-effective automation. These products are built to general specifications for a wide range of residential, commercial and industrial solar power generation systems. We design our standard solar modules to be durable under harsh weather conditions and easy to transport and install. We sell our standard solar modules under our brand name and to OEM customers under their brand names. Since March 2002, when we began selling our solar module products, we have increased our annual module production capacity from 2.0 MW to 1.3 GW as of December 31, 2010.

#### *Specialty Solar Modules and Products*

As part of our strategy to broaden our products portfolio and address a wider cross section of the solar power market, we have been actively developing our building integrated photovoltaic, or BIPV, product line. Our BIPV products have various advantages over standard solar modules, including improved aesthetics, direct integration into building structures and the ability to be used in a wider range of applications, including residential and commercial roofing and architectural glazing. We used our BIPV products and systems in our BIPV solar glass roofing system project in Luoyang and we supplied BIPV products and systems for the facilities for the Beijing Olympic Games. We believe that the demand for BIPV solutions will grow in our key markets, including China, Europe and North America. We plan to work closely with our customers to design and develop specialty solar modules and products that meet their requirements.

#### *Solar Cells*

We completed four solar cell production lines in 2007, and our total annual solar cell nameplate production capacity reached 420 MW as of December 2009. Our capacity continued to increase in 2010 and reached 800 MW by December 31, 2010. In 2011, we intend to add an additional 500 MW, which will bring our total solar cell capacity to 1.3 GW. We intend to use substantially all of our solar cells to manufacture our own solar module products.

We make our solar cells from both mono-crystalline and multi-crystalline silicon wafers through multiple manufacturing steps, including surface texturization, diffusion, plasma-enhanced chemical vapor deposition and surface metallization. A functional solar cell generates a flow of electricity when exposed to light. The metal on the cell surface collects and carries away the current to the external circuitry.

#### *Solar System Kits*

During 2010, we started to sell solar system kits in the Canadian and Japanese markets. A solar system kit is a ready-to-install package consisting of solar modules produced by us and third party supplied components such as inverters, racking system and other accessories. A typical residential rooftop solar system generates approximately 3.0 KW AC output. A commercial rooftop solar system generates between 30 KW to 500 KW AC output. Both are mounted on the rooftop of buildings.

#### *Solar Power Development Projects*

We also implement solar power development projects. Prior to 2008, we completed projects in Western China and conducted solar power forums in Beijing, Xining, Suzhou and Luoyang. In early 2009, we completed the installation of a BIPV solar wall in our new office building in Luoyang. We have received approvals from the Jiangsu provincial government for a number of rooftop projects. We were awarded contracts for these projects in 2010, which are currently under construction. We will conduct financial viability studies on other projects once we receive confirmation of local feed-in-tariffs.

In early 2010, we began to ship CE certified 11 to 14 kW two-axis trackers for ground-mounted applications. We are also developing single-axis trackers and smaller trackers intended for smaller ground-mounted installations.

From the second half of 2009, we began implementing solar farm projects, partnering with solar farm project developers. Once completed, these projects are sold to end-buyers. In December 2009, we completed a solar farm project in Germany and we expect to construct similar projects in Canada in 2011 and 2012.

#### *Solar System EPC contracting and subcontracting*

From late 2010, we entered into a number of engineering, procurement and construction, or EPC, contracting arrangements with solar project development partners in Canada. Under these arrangements, the solar farm project developer owns the project and we are contracted to perform the engineering design, procurement and construction work for the project. Under the EPC arrangements, we have the discretion to either perform the EPC work ourselves or subcontract the EPC work to other suitable EPC contractors. As of December 31, 2010, revenues generated from EPC contracts have been insignificant. We anticipate that we will enter into more similar arrangements in 2011.

#### *Supply Chain Management*

Our business depends on our ability to obtain a stable and cost-effective supply of polysilicon, silicon wafers and solar cells. In early 2005, we began managing our supply chain to secure a reliable and cost-effective supply of solar cells, which allowed us to partially mitigate the effects of the industry-wide shortage of high-purity silicon, while reducing margin pressure. We secured our supply of silicon wafers and solar cells partially by sourcing silicon raw materials and establishing toll-manufacturing arrangements with suppliers of ingots and silicon wafers and partially by directly purchasing silicon wafers and cells, in addition to producing our own solar cells. Our principal suppliers include major wafer suppliers such as GCL and Zhejiang Huayou Electronics Co., Ltd. Similarly, we primarily purchase solar cells from large cell manufacturers in Taiwan. While this strategy reduced our gross margin, it allowed us to commit less capital in the form of pre-payments to polysilicon manufacturers compared to other solar module producers of our size and to reduce capital expenditures for wafering capacity.

The shortage of high-purity silicon, silicon wafers and solar cells began to ease during the third quarter of 2008, and the industry has experienced a relative oversupply of silicon materials from the fourth quarter of



2008 to the third quarter of 2009. From the fourth quarter of 2009 through the fourth quarter of 2010, solar cells were in short supply and, in the third quarter of 2010, silicon wafer and polysilicon supply was tighter. However, these raw materials began to decrease in price during the fourth quarter of 2010 and we expect that polysilicon, silicon wafers and solar cells will move back into a relative oversupply environment by mid-2011. We are in the process of re-negotiating most of our long-term supply contracts to obtain more favorable and flexible pricing and other terms. See “Item 3. Key Information — D. Risk Factors — Risks Related to Our Company and Our Industry — We may not be able to adjust our raw materials costs because we have entered into long-term supply agreements with several polysilicon and wafer suppliers. If we fail to adjust such costs or fail to recover all or part of our advance payments after we terminate certain long-term supply agreements, our profitability could be materially and adversely affected. In addition, we may be subject to litigation with certain suppliers.”

From 2009 through to the third quarter of 2010, polysilicon remained relatively inexpensive at \$45 to \$55 per kilogram. In the late third quarter and early fourth quarter of 2010, polysilicon increased to approximately \$80 to \$90 per kilogram. It has subsequently decreased to approximately \$70 per kilogram by December 31, 2010 and we expect it will decline back to the \$50 per kilogram range by mid-year 2011. We expect that for 2011, there will be a modest oversupply of materials from polysilicon to modules based on the cumulative nameplate capacity throughout the industry. However, we believe that supplies of cost-effective, high quality materials (by which we mean solar modules, cells and silicon wafers) that are available at prices that will allow profitable installation of solar systems and are desirable to the end-customers will be less than the current industry wide nameplate capacity.

Since we expect this situation to continue, we are increasing the percentage of internally produced materials, especially solar cells, which we use to manufacture our module products. We believe this will allow us to maintain, if not increase, our margins. Our current plan is to increase our internal cell production to approximately 75% to 80% of our requirements, and maintain the same percentage or add more in the future when we increase our overall production capacity in 2011 and 2012. We believe that we will continue to externally purchase most of our silicon wafer and all of our polysilicon requirements. We are currently increasing the quantity and diversity of our wafer and polysilicon supplies, particularly with top tier international suppliers.

#### *Silicon Raw Materials and Solar Wafers*

Silicon feedstock, which consists of high-purity silicon and UMG-Si, is the starting block of the silicon solar power supply chain.

In 2007, we entered into a twelve-year wafer supply agreement with Deutsche Solar under which we are required to purchase wafers at agreed upon prices and in accordance with the pre-determined schedule, commencing January 1, 2009. The agreement contains a provision stating that if we do not order the contracted volume in a given year, Deutsche Solar can invoice us for the difference at the full contract price. Given the market price decline in solar wafers, we have been re-negotiating the terms of the agreement with Deutsche Solar and have not made any purchases in 2010 under the agreement. As of December 31, 2010, the balance of our advance payments to Deutsche Solar was \$18.0 million.

In 2007, we entered into a three-year agreement with LDK under which we purchased specified quantities of silicon wafers and LDK converted our reclaimed silicon feedstock into wafers under a toll manufacturing arrangement. In 2008, we entered into two ten-year wafer supply agreements with LDK, under which we are required to purchase specified volumes of wafers at pre-determined prices each year, commencing January 1, 2009. We have given LDK notice to terminate these agreements and initiated arbitration proceedings against LDK in which we are seeking a refund of certain advance payments that we made to LDK. LDK made a number of counter-claims in these proceedings and the arbitration process is ongoing. See “Item 8. Financial Information — A. Consolidated Statements and other Financial Information — Legal and Administrative Proceedings.” As of December 31, 2010, the balance of our advance payments to LDK was \$9.1 million. A corresponding bad debt provision for the same amount has been recorded and therefore the net advance payments to LDK recorded in the consolidated balance sheets as of December 31, 2010 was nil.

In 2008, we entered into a two-year agreement with GCL pursuant to which we purchase specified quantities of polysilicon from GCL. This agreement expired pursuant to its terms in 2010. We also entered into an agreement with GCL in 2008 for a six-year term commencing in 2010 pursuant to which we are purchasing specified quantities of silicon wafers. In 2009, we amended our six-year agreement with GCL to (i) adjust purchase prices based on prevailing market prices at the time we place each purchase order and (ii) revise terms with respect to the quantity of products we are required to purchase. In December 2010, we further amended the agreement with GCL to confirm purchases for 2011 and indicative purchases for 2012 to 2015. The amendments include purchase prices, volume and other terms. Our advance payments to GCL under the long-term silicon wafer agreement will be credited against purchases commencing in 2012.

In addition, we entered into long-term agreements with suppliers such as Neo Solar and an UMG-Si supplier. We also amended our agreement with Neo Solar in 2009 to adjust the purchase price based on prevailing market prices at the time each purchase order is placed under the agreement.

In July 2008, we entered into a three-year supply agreement with a supplier for the supply of UMG-Si silicon, with a term from 2009 to 2011. In October 2008, the parties amended the term to five years, from 2009 to 2013. We have been testing the supplier's materials as well as re-negotiating the price and volume terms under the agreement, and therefore have not taken any delivery under the agreement in 2010. As of December 31, 2010, the balance of our advance payments to this supplier was \$9.7 million. A corresponding bad debt provision for the same amount has been recorded and therefore the net advance payment to the supplier recorded in the consolidated balance sheets as of December 31, 2010 was nil.

See "Item 3. Key Information — D. Risk Factors — Risks Related to Our Company and Our Industry — We may not be able to adjust our raw materials costs because we have entered into long-term supply agreements with several polysilicon and wafer suppliers. If we fail to adjust such costs or fail to recover all or part of our advance payments after we terminate certain long-term supply agreements, our profitability could be materially and adversely affected. In addition, we may be subject to litigation with certain suppliers."

#### *Solar Cells*

In addition to manufacturing our own solar cells and toll manufacturing arrangements with our solar cell suppliers, we purchase solar cells from a number of international and local suppliers including Neo Solar and E-ton Solar Tech Co., Ltd. Although we have established relationships with some cell suppliers, we have experienced a shortage of solar cell supplies in late 2009 and 2010. As we expand our business, we expect to expand our solar cell manufacturing capacity and diversify our solar cell supply channel to ensure we have the flexibility to adapt to future changes in the supply of, and demand for, solar cells.

#### *UMG-Si Cells*

We entered into a research partnership and supply contract with a silicon manufacturer to develop a viable and reliable source of UMG-Si in 2007. This was a viable and profitable business in 2008 and for the first half of 2009. However, due to the supplier's financial position and its default on scheduled material deliveries in 2010, we are unlikely to produce UMG-Si cells in the near future.

#### ***Solar Module Manufacturing***

We assemble our solar modules by interconnecting multiple solar cells by taping and stringing them into a desired electrical configuration. We lay the interconnected cells, laminate them in a vacuum, cure them by heating and package them in a protective lightweight anodized aluminum frame. We seal and weatherproof our solar modules, which can withstand high levels of ultraviolet radiation, moisture and extreme temperatures.

We selectively use automation to enhance the quality and consistency of our finished products and to improve the efficiency of our manufacturing processes. Key equipment in our manufacturing process includes automatic laminators, simulators and solar cell testers. The design of our assembly lines provides flexibility to adjust the ratio of automated equipment to skilled labor in order to maximize quality and efficiency. We

purchase our manufacturing equipment primarily from Chinese suppliers. Our proximity to these Chinese manufacturers is an advantage because they typically sell solar power manufacturing equipment at more competitive prices than similar international solar power equipment manufacturers. We source critical testing equipment from international manufacturers. Manufacturing solar module products remains a labor intensive process, and we leverage China's competitive labor costs by using labor in our manufacturing process when it proves to be more efficient and cost-effective than using automated equipment.

We are currently undertaking a design program to demonstrate the feasibility of automating our module lines and other new assembly processes such as the use of conducted adhesives and backside soldered modules, especially with metal-wrap through cells.

### ***Quality Control and Certifications***

We have registered our quality control system according to the requirements of ISO 9001:2000 and ISO/TS 16949 standards. The latter quality control standard originated from the QS 9000 and VDA quality systems and is now the world-wide quality system standard for the automotive industry. TUV Rheinland Group, a leading international service company that documents the safety and quality of products, systems and services, audits our quality systems. We inspect and test incoming raw materials to ensure their quality. We monitor our manufacturing processes to ensure quality control and we inspect finished products by conducting reliability and other tests.

We have obtained IEC 61215 and IEC 61730 (previously TUV Class II safety) European standards for sales in Europe. We also obtained certifications of CAN ORD-UL 1703 and UL 1703 in March 2007, which allow us to sell products in North America. In 2009, we obtained the necessary certifications to sell our modules in Japan, South Korea, Great Britain and to several of the Chinese solar programs, including Golden Sun. We have obtained IEC and UL certifications for higher-powered modules of 280 W and above, modules with a re-designed frame that work with a rail-less mounting system, such as those designed by Zep Solar, Inc., a solar laminate for BIPV applications in France with TUV certification and an AC module product with the Enphase micro-inverter. We have begun certifying modules designed to be assembled from metal wrap-through cells. These modules may also require certification for increased power ratings, and are likely to be certified for production in the second half of 2011. In 2011, there will be further certification and testing work on modules with different types of more advanced DC-to-AC inverters and DC-to-DC converters.

Our PV test laboratory is registered with the ISO 17025 quality improvement program, and has been accepted for the Mutual Data Acceptance Program by the CSA in Canada, VDE in Germany and by CGC in China. The PV test laboratory allows us to conduct some product certification testing in-house, which should decrease time-to-market and certification costs.

### ***Markets and Customers***

We sell our standard solar modules primarily to distributors, system integrators and OEM customers. Our distributor customers include companies that are exclusive solar component and system distributors and engineering and design firms that include our standard solar modules in their system installations. Our system integrator customers typically design and sell complete, integrated systems that include our standard solar modules along with other system components. We sell our solar modules and products to various manufacturers who either integrate these products into their own products or sell and market them as part of their product portfolio. Our standard solar module customers include leading solar distributors and system integrators. Our specialty solar module and products customers include manufacturers who incorporate our customized solar modules in their bus stop, road lighting and marine lighting products.

A small number of customers have historically accounted for a major portion of our net revenues. In 2008, 2009 and 2010, our top five customers collectively accounted for approximately 52.6%, 57.5% and 26.0%, respectively, of our net revenues. Sales to our largest customer in those years accounted for 14.7%, 24.0% and 11.0%, respectively, of our total sales. One of our largest customers in 2008 continued to be one of our five largest customers in 2009 and 2010.

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The following table sets forth, for the periods indicated, certain information relating to our total net revenues derived from our customers categorized by their geographic location for the periods indicated:

Region	Years Ended December 31,					
	2008		2009		2010	
	Total Net Revenues	%	Total Net Revenues	%	Total Net Revenues	%
(In thousands of US\$, except for percentages)						
Europe	631,147	89.5	523,087	82.9	1,193,449	79.8
Asia and others	41,571	5.9	70,966	11.3	186,366	12.5
America	32,288	4.6	36,908	5.8	115,694	7.7
Total net revenues	705,006	100	630,961	100	1,495,509	100

As we expand our manufacturing capacity and enhance our brand name, we continue to develop new customer relationships in a wider range of geographic markets to decrease our market concentration and dependence. In 2010, we significantly increased our total number of customers, gained market share in both Europe and the U.S. and achieved a leading market share in South Korea, the Czech Republic and Canada. We aim to increase our sales in our existing major markets, including Germany, Italy, the Czech Republic, Spain, the United States, Canada, France, Japan, South Korea and China, while exploring other emerging solar markets. These markets have been significantly influenced by past and current government subsidies and incentives. While we expect to expand our markets, we expect that the European markets will remain our major markets in the near future.

- *Germany.* The renewable energy laws in Germany require electricity transmission grid operators to connect various renewable energy sources to their electricity transmission grids and to purchase all electricity generated by such sources at guaranteed feed-in tariffs, or FIT. Additional regulatory support measures include investment cost subsidies, low-interest loans and tax relief to end users of renewable energy.

Germany's renewable energy policy has had a strong solar power focus, which contributed to Germany's surpassing Japan in 2004 as the leading solar power market in terms of annual megawatt growth. According to SolarBuzz, the German market grew by 100% in 2010, from 3.87 GW at the end of 2009 to 7.74 GW at the end of 2010. This outcome took place, notwithstanding the fact that at the beginning of 2010, the FIT dropped by 9%. Our products are used in large, ground-mounted solar power fields, commercial rooftops and residential rooftops. The FIT in Germany for 2010 was €0.243 per kWh and €0.284 per kWh for ground-mounted systems and between €0.248 and €0.391 per kWh for rooftop systems. The German FIT was reduced by 9-10% at the end of 2010, and will be reduced again by approximately 9-10% at the end of 2011, depending on system size and type. In addition to scheduled reductions, Germany implemented a two-step FIT decline for roof-top and greenfield systems, which were to be enacted in July and October 2010. The two step reduction decreased the FITs for roof-top systems by 13% on July 1, 2010 and an additional 3% reduction from October 2010. Furthermore, the annual FIT will decrease more quickly than the base of 9% per year if annual installations exceed 3.5 GW. This means that solar system tariffs and solar system prices will likely fall more quickly than previously anticipated. In 2011, the German FIT is expected to be between €0.198 per kWh and €0.221 per kWh for ground-mounted systems and between €0.196 and €0.287 per kWh for rooftop systems.

- *Spain.* According to SolarBuzz, the Spanish market installed 378 MW in 2010, up from 98 MW in 2009. In Spain, the FIT for solar power energy is fully guaranteed for the first 25 years of system operation and 80% thereafter. The 2010 market segmentation for power and application surface was 17 MW as roof mounted of ≤20 kW; 126 MW as roof mounted of >20 kW and ≤20 MW; and 232 MW ground mounted of ≤10 MW. The Spanish FIT for applications of less than 100 kWh was initially €0.4404 per kWh for the first 25 years of system operation and €0.3523 per kWh thereafter for systems installed until September 2008. The current Spanish FIT is between €0.259/kWh and €0.340/kWh, depending on the system size, type and quarterly digressions. Funding for the national PV

program during 2010 was regulated by Royal Decree RD1578/2008. The quarterly quota calls allocate awards and modify FIT rates according to fulfillment of quota. The Renewable Energy Plan (PER 2012-2020) reduced significantly the renewable energy content planned for 2020 from previous plans. Further cuts in the PV target plan are expected in 2011 to about 7 GW PV capacity by 2020, down from the previously 8.5 GW in the NREAP.

- *Czech Republic.* According to SolarBuzz, the Czech Republic market increased approximately 242% from 397 MW in 2009 to 1,420 MW in 2010, which includes about 0.5 MW off-grid installations. The country's initial legal basis for establishing FIT rates for electricity from renewable energy sources was set by the Renewable Energy Law on August 1, 2005. The respective remuneration rates became effective on January 1, 2006. The PV funding scheme in the Czech Republic is based on two alternative funding mechanisms, a FIT system and a green bonus scheme. The FITs (and green premium rates) for the next calendar year are determined by the Energy Regulatory Office in November each year. The FIT rate for existing installations increases each year typically between 2% and 4%, depending on the consumer price index. There is no fixed annual reduction of tariffs for newly installed systems. In 2010, PV systems connected to the grid during the year received 12.25 CZK/kWh (€0.463/kWh) if their nominal power was up to 30 kW and 12.15 CZK/kWh (€0.459/kWh) if their nominal power was above 30 kW. As with the FITs, the green bonus rates are also paid over a 20-year duration, and the tariffs for already existing systems are adjusted annually. The green bonus remuneration has also depended on the system size from 2009. In 2010, installations of up to 30 kW built in the same year were remunerated at 11.28 CZK/kWh (€0.427/kWh); systems above 30 kW were paid at 11.18 CZK/kWh (€0.423/kWh). In March 2010, the government enacted a law that allowed a reduction of the incentive tariffs for newly installed systems to exceed 5% per year. In addition, it implemented a third system size category. PV systems of up to 30 kW connected in 2011 are being remunerated at 7.50 CZK/kWh (€0.298/kWh), installations of above 30 kW and up to 100 kW receive 5.90 CZK (€0.235/kWh), and PV systems above 100 kW receive a rate of 5.5 CZK/kWh (€0.219/kWh). Due to the substantial reduction of funding options in 2011, the Czech PV market is now projected to fall well below 0.5 GW. After March 2011, it is expected to be dominated by roof or BIPV installations of up to 30 kW.
- *Italy.* According to SolarBuzz, the Italian solar market grew by 386% from 770 MW in 2009 to reach 3,740 MW at the end of 2010. This number comprises 2.5 MW off-grid installations. At the end of 2010, the Italian FIT for systems range from €0.346 per kWh, for larger ground-mounted systems, to €0.440 per kWh for smaller BIPV systems, a relatively modest decline from the previous year's rates. Furthermore, system owners may also benefit from self-consumption with a reduced electrical bill. The Italian market saw an enormous boost in large installations in 2009 and 2010 and the Italian government is expected to implement much lower FIT in order to control the market growth. In 2011, the Italian FIT is expected to be approximately €0.28 to €0.44 per kWh in the first half of the year, and to decline further in the second half year.
- *United States.* According to SolarBuzz, the US market almost doubled to 949 MW in 2010 from 485 MW in 2009, while its share in the global market slightly decreased to 5% in 2010 from 6% in 2009. Over 10 states in the U.S. offer significant incentives, with California offering the most preferential incentives. In January 2006, the California Public Utilities Commission enacted the California Solar Initiative, a \$2.9 billion program that subsidizes solar power systems by \$2.80 per watt. Due to excessive demand, this subsidy was reduced to \$2.50 per watt. Combined with federal tax credits for solar power usage, the subsidy may account for as much as 50% of the cost of a solar power system. The program will last until 2016 and is expected to dramatically increase the use of solar power for on-grid applications in California. Incentives in other US states include state renewable energy credits, capital subsidies and in some states, such as Vermont, FIT. Many states and various federal departments are also subject to renewable energy portfolio standards that mandate minimum percentages of renewable energy production by utilities. By the end of 2010, 29 states and Washington DC currently have enacted mandatory RPS policies while seven states had voluntary renewable goals. Finally, the U.S. federal government passed several renewable energy provisions totaling more than \$70 billion in the American Recovery and Reinvestment Act, including a 30% investment tax credit,

accelerated five-year system depreciation and an expansion of Department of Energy loan guarantees. These provisions were further expanded in 2010 to include a cash grant in lieu of the investment tax credit and were uncapped with respect to system size (the previous maximum rebate was \$2,000) to allow larger organizations such as utilities to take advantage of the tax credit or cash in-lieu of the grant for large scale projects. The constrained appetite for tax equity may limit the effectiveness of some of these provisions, such as accelerated depreciation.

- *China.* According to SolarBuzz, the Chinese market witnessed a 155% growth in installations in 2010 to 532 MW, up from 208 MW in 2009. China's Renewable Energy Law, which went into effect on January 1, 2006, authorizes the relevant authorities to set favorable prices for the purchase of on-grid electricity generated by solar power and provides other financial incentives for the development of renewable energy projects. China's top-level controlling agency on energy policy has been the government's central planning agency, the NDRC, with the ancillary National Energy Administration specifically focusing on energy supply and production. The National Energy Commission, a new ministerial level regulatory organization headed by Premier Wen, was established in January 2010 to oversee all energy related sectors in China.

On March 23, 2009, China's Ministry of Finance promulgated the Interim Measures for Administration of Government Subsidy Funds for Application of Solar Photovoltaic Technology in Building Construction, or Interim Measures, to support the development of solar PV technology in China. Local governments are encouraged to issue and implement supporting policies. Under the Interim Measures, a subsidy, which is set at RMB20 per watt, peaked in 2009, which covers solar PV technology integrated into building construction. The Interim Measures do not apply to projects completed before March 23, 2009, the promulgation date of the Interim Measures.

China finances its off-grid solar installations through the now-completed township program and the current village program. The five-year plan from 2006 to 2010 was targeted to provide electricity to 29,000 villages, mainly in western China. The Ministry of Housing and Urban-Rural Development (formerly, the Ministry of Construction) has promulgated directives encouraging the development and use of solar power in urban and rural areas. Various local authorities have also introduced initiatives to encourage the adoption of renewable energy, including solar power.

We believe that we are well positioned to take advantage of growth opportunities in the Chinese solar power market, which has the potential to become one of the fastest growing markets for solar power. In addition to project approvals of 640 MW under the Golden Sun Program and 91 MW in the Solar Rooftop Program in 2009, programs like Renewable Energy Applications in Buildings and National Green Energy Demonstration County are re-enforcing the project pipeline.

Beginning in March 2009, several policy initiatives were announced, including open bidding for a 20-year operating license for a 10 MW solar power plant project in Gansu Province of China and the "Golden Sun" program, which subsidizes the capital expenses of solar projects by approximately \$2.00 per watt. A number of provincial incentives were announced as well. However, the central government has not approved a definitive implementation scheme or any of the provincial schemes.

The 2010 "Golden Sun" project list was released in November 2010 with 120 new projects totaling 272 MW. The "Golden Sun" program will approve another 320MW of rooftop PV projects in 2011, and the total new installation, including rooftop and ground-mounted projects, in 2011 will be approximately 500-700MW based on the estimates by the China Photovoltaic Society. The subsidies provided by the government will cover 50% of the total PV project cost.

- *Canada.* According to SolarBuzz, the Canadian market in 2010 was dominated by installations in the Province of Ontario, emanating from the now defunct Renewable Energy Standard Offer Program (RESOP) and the newer FIT policy inaugurated in 2009. In all, Ontario accounted for more than 90% of the installed PV capacity in the country in 2010 with 170 MW of solar PV installations. Of this, utility-scale RESOP installations represented approximately 150 MW of installed capacity with the remainder coming from small-scale systems driven by Ontario's FIT.

Ontario market growth in 2010 was a remnant of RESOP, a program that offered renewable energy projects up to 10 MW a guaranteed tariff of C\$0.42/kWh for 20 years. The program closed in May 2008 due to overwhelming uptake and projects in the pipeline were frozen until May 2009 when Ontario passed the Green Energy Act and with it a new FIT program. Both programs are administered by the Ontario Power Authority, or OPA, which is responsible for setting rates, regulations, and monitoring all FIT activity. The proposed price for solar power under the Ontario FIT program ranges from C\$0.443 to C\$0.80 per kWh depending on the system size and type. We and our partners have applied for and received 176 MW of contract offers for open field solar power generation projects. We may obtain additional contract offers in 2011. Initial designs of these projects are being completed and the projects are being processed through the permitting stage.

- *Japan.* According to SolarBuzz, the Japanese market grew from 477 MW in 2009 to 960 MW in 2010, as a result of the nationwide residential incentive program and the introduction of a Japanese version of a FIT in 2009. The Japanese government has announced a long-term goal of increasing installed solar power capacity by between 20 and 55 times, which would require 28 GW or more of solar power capacity by 2020. Japan is a signatory to the Kyoto Protocol, which requires it to reduce greenhouse gas emissions by 6% from the 1990 baseline level by 2012 and by 20% by 2020. Japan currently funds a number of programs supporting domestic solar power installations and has announced a plan to begin installing solar power systems on federal buildings through 2012. As Japan will not likely reach its renewable energy (including solar) targets, Japan is increasing its incentives for solar power installations. To refuel the declining domestic market, the federal government brought back the nationwide residential subsidy in 2009. The residential program was re-launched in January 2009 under a FY2008 supplemental budget of ¥9 billion. For FY2010, the residential incentive program had a funding of ¥40.15 billion to cover about 150,000 projects and the application period was open between April and December 2010. The residential program provides a subsidy of ¥70 per watt, and to promote further cost reduction, this subsidy is only applicable to a PV system with a total installed cost of less than ¥650 per watt. Besides the upfront cash incentives, the federal government crafted a Net FIT policy, requiring electric power utilities to buy excess electricity generated by PV systems at a premium rate. Residential PV owners, for example, were paid for 10 years a rate of ¥48/kWh, compared to the average of ¥24/kWh under the previous net billing arrangement. For FY2010, the government kept the net FIT rates at the 2009 level (¥48/kWh for residential and ¥24/kWh for non-residential).
- *Australia.* According to SolarBuzz, in 2010, the Australian market grew from 79MW in 2009 to 265MW in 2010, representing a growth rate of more than 360%. The largest state market by far in 2010 was New South Wales, which saw over 150 MW in PV installations, mostly due to its FIT program. Queensland also saw a significant amount of capacity installed during 2010, again due to its FIT program. The on-grid residential segment continued to dominate the market as the largest customer group. The main federal incentive active during 2010 was the Solar Credits program, which provided a renewable energy credit multiplier for the first 1.5 kW of small-scale renewable energy systems. The result of the program was an upfront rebate of between AUD4,000 and AUD6,200 for 1.5 kW systems depending on location. The Solar Credits program was the successor of the Solar Homes and Communities Program (SHCP), which offered an AUD8 per watt rebate on the first 1,000W of a solar PV system. The SHCP was cancelled in June 2009 but continued to impact 2010 market size due to the significant backlog of installations. The Solar Credits Program is part of the Renewable Energy Target, which is set to ensure that Australia will generate 45,000 GWh (20%) of its energy from renewable sources by 2020. Due to the uncertain nature of federal incentive programs, the states/territories have launched their own programs to drive PV demand. The programs that drive the vast majority of systems are FITs. These FITs mainly affected the residential segment as each program has different eligibility requirements that work to minimize system sizes or specify directly that the rates are only accessible by residential customers. Along with changes to programs affecting small-scale residential systems, the past year also brought news of funding changes for utility-scale projects. The biggest news came in January 2011 and concerned the Solar Flagships program. The Australia government revised its Solar Flagships program, which was originally scheduled to install 150 MW of

utility-scale solar PV and 250 MW of CSP plants by 2016. As well, every region intends to have a PV specific FIT or net-metering policy in 2010.

## ***Sales and Marketing***

### *Standard Solar Modules*

We market and sell our standard solar modules worldwide, primarily through a direct sales force and via market-focused sales agents. Our direct sales personnel or sales agent representatives cover our markets in Europe, North America and Asia. Our marketing activities include trade shows, conferences, sales training, product launch events, advertising and public relations campaigns. Working closely with our sales and product development teams, our marketing team is also responsible for collecting market intelligence and supporting our sales team's lead generation efforts. We have marketing staff in the U.S., China, Europe, Canada, Japan and South Korea.

We sell our products primarily under three types of arrangements: (i) sales contracts to distributors, (ii) sales to systems integrators, EPCs and project developers ("project" customers) and (iii) OEM/tolling manufacturing arrangements.

- *Sales contracts to distributors and project customers.* Since late 2007, we have been entering into annual sales and/or distribution agreements with most of our key customers. We typically use either letters of credit or wire money transfers prior to shipping to secure payment. Since late 2008, we have often provided short-term credit sales ranging from 21 to 45 days. To some customers, we provide medium-term credit sales from 30 to 120 days. We actively use credit insurance coverage for credit sales.
- *OEM/tolling manufacturing arrangements.* Under these arrangements, we purchase silicon wafers and solar cells from customers, and then sell solar module products back to the same customers, who then sell those products under their own brands. In addition, we have been using our own solar cells or cells that we purchase to make modules for a limited number of strategic customers who brand the finished solar module products with their own labels. Since 2009, this has been the primary OEM arrangement.
- *Solar System Kits.* In 2010, we commenced sale of solar system kits. Solar systems kits are packaged, pre-specified components required for a third party to construct a system on behalf of the end buyer. A variety of systems kits were sold in Japan and Ontario in 2010. In 2010, the sale of solar systems kits reached 24.4 MW.

### *Specialty Solar Modules and Products*

We target our sales and marketing efforts for our specialty solar modules and products at companies in selected industry sectors, including the automotive, telecommunications and light-emitting diode, or LED, lighting sectors. As standard solar modules increasingly become commoditized and technology advancements allow solar power to be used in more off-grid applications, we will expand our sales and marketing focus on our specialty solar modules and products and capabilities. Our sales and marketing team works with our specialty solar modules and products development team to take into account changing customer preferences and demands to ensure that our sales and marketing team is able to effectively communicate to customers our product development changes and innovations. We intend to establish additional relationships in other market sectors as the specialty solar modules and products market expands.

### *Solar Power Development Projects*

In November 2009, we submitted a significant number of feed-in-tariff applications to OPA in Canada. In April 2010, the OPA awarded us and our partners contract offers for 176 MW of open field solar power generation projects. We may obtain additional contract offers in 2011. The projects were developed in partnership with several leading renewable energy developers in the Ontario market. Initial designs of these projects are being completed and the projects are being processed through



permitting stage. If final approval is obtained from the OPA, we expect that these projects will be completed in 2011 and 2012.

From the second half of 2009, we began implementing solar farm projects, partnering with solar farm project developers. In late 2009, we completed a solar farm project in Germany. We plan to continue to pursue solar power development project opportunities in 2011.

#### *Solar System EPC contracting and subcontracting*

From late 2010, we entered into a number of EPC contracting arrangements with solar project development partners in Canada. Under these arrangements, the solar farm project developer owns the projects and we are contracted to perform the EPC work. We have the discretion to either perform all of the EPC arrangements or subcontract any part of the EPC arrangements to another suitable EPC contractor. As of December 31, 2010, revenues generated from EPC contracts have been insignificant. We anticipate that we will enter into more similar arrangements in 2011.

#### *Customer Support and Service*

We provide customers with after-sales support, including product return and warranty services. We typically sell our standard solar modules with a six-year warranty against defects in materials and workmanship and 10-year and 25-year warranties against declines of more than 10% and 20%, respectively, from the initial minimum power generation capacity at the time of delivery. We typically sell our specialty solar modules and products with a one-year warranty against defects in materials and workmanship and may, depending on the characteristics of the product, include a limited warranty of up to ten years against declines from the minimum power generation capacity specified at the time of delivery.

Our customer support and service function grew in 2010. We expanded our customer resources four fold, and established two functional support groups to address technical inquiries and product related issues. Our current structure enhances our abilities to handle our customer's questions and concerns in a timely and professional manner. There has been an increase in claims, but this was in line with our expectation with both higher volumes in the market place, and to resolve legacy issues through the warranty process.

For 2011, we have renewed our product warranty insurance coverage to provide additional security to our customers. See "— Insurance" below. The customer support and service function will continue to expand and to improve services to our customers. With our entry in the Ontario market for solar systems and the introduction of our Smart Module product in the North America market, a new segment in the support and service function will be created to address technical inquiries and product related issues for these two new business lines.

#### *Competition*

The market for solar module products is competitive and evolving. We compete with international companies such as SunPower, First Solar and Sharp Solar, and China-based companies such as Suntech, Yingli and Trina. Some of our competitors are also developing or producing products based on alternative solar technologies, such as thin film PV materials, that may ultimately have costs similar to, or lower than, our projected costs. Solar modules produced using thin film materials, such as cadmium telluride and copper indium gallium selenide technology, are generally less efficient, with module conversion efficiencies ranging from approximately 5% to approximately 11% according to company filings, but require significantly less or no silicon to produce than crystalline silicon solar modules, such as our products, and are less susceptible to increases in silicon costs. Some of our competitors have also become vertically integrated, from upstream polysilicon manufacturing to solar system integration. Higher conversion efficiency cells are also becoming an important product. Some international competitors, such as Sanyo Electric Co., Ltd. and SunPower, have well-known high-efficiency module product brands. We are developing competing high-efficiency products, as are several other Chinese manufacturers. We may also face increased competition from manufacturers from other sectors such as Samsung Corporation or Hanwha SolarOne, Ltd., several of which have already started production of solar modules or acquired companies that do so. The strong demand for solar modules in 2010

has provided opportunities for second tier solar manufacturers to mature and increased their competitiveness during that period. They have established customer bases in Europe and the USA, and are taking a portion of the market share. In addition, the solar power market in general competes with other sources of renewable and alternative energy and conventional power generation. We believe that the key competitive factors in the market for solar module products include:

- price;
- the ability to deliver products to customers on time and in the required volumes;
- product quality and associated service issues;
- name-plate power and other performance parameters of the module, such as power tolerances;
- value-added services such as system design and installation;
- value-added features such as those that make a module easier or cheaper to install;
- additional system components such as mounting systems, delivered as a package or bundle;
- brand equity and any good reputation resulting from the above items, including the willingness of banks to finance projects using a particular module supplier;
- customer relationships and distribution channels; and
- the aesthetic appearance of solar module products.

In the immediate future, we believe that our ability to compete in our industry will depend on our ability to deliver a cost-effective product in a timely manner, develop and maintain a strong brand name based on high quality products and strong relationships with downstream customers. It will also depend on our ability to effectively manage our cash flow and balance sheet and to maintain our relationships with the financial institutions that fund solar projects. Consolidation of the solar industry is already occurring and is expected to continue in the near future. We believe that such consolidation will benefit our company in the long-term. We believe that the keys to competing successfully in the long-term will be to produce innovative, high quality products at competitive prices and developing an integrated sales approach that includes services, ancillary products such as mounting systems and inverters, and value-added product features. We believe that a good marketing program and the strong relationships that we are building with customers and suppliers will support us in that competitive environment.

### ***Insurance***

We maintain property risk insurance policies with reputable insurance companies to cover our equipment, facilities and buildings, including improvements, office furniture and inventory. These insurance policies cover losses due to fire, floods and other natural disasters. Our manufacturing facilities in China are also covered by business interruption insurance. However, significant damage to any of our manufacturing facilities, whether as a result of fire or other causes, could still have a material and adverse effect on our results of operations. We continued to maintain general commercial and product liability coverage at the same levels as in 2009. We have also been actively working with China Export Credit Insurance Company, or Sinasure, since early 2008. Credit insurance is designed to offset the collection risk of our account receivables for customers within the credit limits approved by Sinasure. Risks related to marine, air and inland transit for the export of our products and domestic transportation of materials and products are covered under cargo transportation insurance. We maintain director and officer liability insurance. We consider our overall insurance coverage to be adequate. We currently take a 1% warranty provision against our revenue on solar modules and 0.8% warranty provision against our revenue on solar system kits.

Since April 2010, we have purchased product warranty insurance, which is underwritten by A-rated insurance companies, on an annual basis to back up our product warranties. This insurance applies to our warranty against workmanship and material defects and our warranty against power output. This insurance cost is amortized over the 25 year coverage period provided under the insurance policies. However, our customers

will enjoy an irrevocable warranty, which may improve the marketability of our products and entice them to pay more for products with warranties backed by insurance.

### ***Environmental Matters***

Except for the circumstances disclosed in the “Item 3. Key Information — D. Risk Factors — Risks Related to Doing Business in China”, we believe we have obtained the environmental permits necessary to conduct the business currently carried on by us at our existing manufacturing facilities. We have conducted environmental studies in conjunction with our solar power development projects to assess and reduce the environmental impact of our facilities.

Our products must comply with the environmental regulations of the jurisdictions in which they are installed. We make efforts to ensure that our products comply with the European Union’s Restriction of Hazardous Substances Directive, which took effect in July 2006, by reducing the amount of lead and other restricted substances used in our solar module products.

Our operations are subject to regulation and periodic monitoring by local environmental protection authorities. If we fail to comply with present or future environmental laws and regulations, we could be subject to fines, suspension of production or a cessation of operations.

### ***Government Regulation***

This section sets forth a summary of certain significant regulations or requirements that affect our business activities in China or our shareholders’ right to receive dividends and other distributions from us.

#### ***Renewable Energy Law and Other Government Directives***

In February 2005, China enacted its Renewable Energy Law, which became effective on January 1, 2006 and was revised in December 2009. The revised Renewable Energy Law, which became effective on April 1, 2010, sets forth policies to encourage the development and use of solar energy and other non-fossil energy and their on-grid generation. It also authorizes the relevant pricing authorities to set favorable prices for the purchase of electricity generated by solar and other renewable power generation systems.

The law also sets forth the national policy to encourage the installation and use of solar energy water-heating systems, solar energy heating and cooling systems, solar photovoltaic systems and other solar energy utilization systems. It also provides financial incentives, such as national funding, preferential loans and tax preferences for the development of renewable energy projects.

In November 2005, the NDRC promulgated the Renewable Energy Industry Development Guidance Catalogue, in which solar power figured prominently. In January 2006, the NDRC promulgated two implementation directives with respect to the Renewable Energy Law. In January 2007, the NDRC promulgated another related implementation directive. These directives set forth specific measures for setting the price of electricity generated by solar and other renewable power generation systems, for sharing additional expenses, and for allocating administrative and supervisory authority among different government agencies at the national and provincial levels. They also stipulate the responsibilities of electricity grid companies and power generation companies with respect to the implementation of the Renewable Energy Law.

In August 2007, the NDRC promulgated the Medium and Long-Term Development Plan for the Renewable Energy Industry. This plan sets forth national policy to provide financial allowance and preferential tax regulations for the renewable energy industry. A similar demonstration of the PRC government’s commitment to renewable energy was also stipulated in the Eleventh Five-Year Plan for Renewable Energy Development, which was promulgated by the NDRC in March 2008. The Outline of the Twelfth Five-Year Plan for National Economic and Social Development of the PRC, which was approved by the National People’s Congress in March 2011, also demonstrates a commitment to promote the development of renewable energy to enhance the competitiveness of the renewable energy industry.

China's Ministry of Housing and Urban-Rural Development (formerly, the Ministry of Construction) also issued a directive in June 2005 which seeks to expand the use of solar energy in residential and commercial buildings and encourages the increased application of solar energy in different townships. Similarly, China's State Council promulgated a directive in July 2005, which sets forth specific measures to conserve energy resources. In addition, on April 1, 2008, the PRC Energy Conservation Law came into effect. Among other objectives, this law encourages the installation of solar power facilities in buildings to improve energy-efficiency. In July 2009, China's Ministry of Finance and Ministry of Housing and Urban-Rural Development jointly promulgated "the Urban Demonstration Implementation Program of the Renewable Energy Building Construction" and "the Implementation Program of Acceleration in Rural Application of the Renewable Energy Building Construction" to support the development of the new energy industry and the new energy-saving industry.

In March 2009, China's Ministry of Finance promulgated the Interim Measures for Administration of Government Subsidy Funds for Application of Solar Photovoltaic Technology in Building Construction, or the Interim Measures, to support the development of solar photovoltaic technology in China. Local governments are encouraged to issue and implement supporting policies. Under the Interim Measures, a subsidy, which is set at RMB20 per Watt-peak for 2009, will cover solar PV technology integrated into building construction. The Interim Measures do not apply to projects completed before the promulgation date of the Interim Measures. Also in March 2009, China's Ministry of Finance and Ministry of Housing and Urban-Rural Development jointly promulgated the Implementation Opinion on Acceleration in the Application of Solar Photovoltaic Technology in Building Construction. On March 8, 2011, China's Ministry of Finance and Ministry of Housing and Urban-Rural Development jointly promulgated the Notice on Further Application of Renewable Energy in Building Construction, which aims to raise the percentage of renewable energy used in buildings.

In July 2009, China's Ministry of Finance and Ministry of Science and Technology and Resource Bureau of the NDRC jointly published an announcement containing the guidelines for the "Golden Sun" demonstration program. Under the program, the PRC government will provide a 50% — 70% subsidy for the capital costs of PV systems and the relevant power transmission and distribution systems for up to 20 MW of PV system projects in each province, with the aim to industrialize and expand the scale of China's solar power industry. The program requires that each PV project must have a minimum capacity of 300 kW, be completed within one year and have an operational term of not less than 20 years. On September 21, 2010 and November 19, 2010, China's Ministry of Finance, Ministry of Science and Technology, Ministry of Housing and Urban-Rural Development and the Resource Bureau of the NDRC published two announcements regarding the "Golden Sun" demonstration program to specify the terms for bid solicitation for key equipment and the standards for subsidies and supervision and management of projects.

In September 2009, the PRC State Council approved and circulated the Opinions of the National Development and Reform Commission and other Nine Governmental Authorities on Restraining the Production Capacity Surplus and Duplicate Construction in Certain Industries and Guiding the Industries for Healthy Development. These opinions concluded that polysilicon production capacity in China has exceeded the demand and adopted the policy of imposing more stringent requirements on the construction of new polysilicon manufacturing projects in China. These opinions also stated in general terms that the government should encourage polysilicon manufacturers to enhance cooperation and affiliation with downstream solar product manufacturers to extend their product lines. However, these opinions do not provide any detailed measures for the implementation of this policy. As we are not a polysilicon manufacturer and do not expect to manufacture polysilicon in the future, we believe the issuance and circulation of these opinions will not have any material impact on our business or our silicon wafer, solar cell and solar module capacity expansion plans.

#### *Environmental Regulations*

As we have expanded our ingot, silicon wafer and solar cell manufacturing capacities, we have begun to generate material levels of noise, wastewater, gaseous wastes and other industrial waste. Additionally, as we expand our internal solar components production capacity, our risk of facility incidents that would negatively affect the environment also increases. We are subject to a variety of governmental regulations related to the

storage, use and disposal of hazardous materials. The major environmental regulations applicable to us include the PRC Environmental Protection Law, the PRC Law on the Prevention and Control of Noise Pollution, the PRC Law on the Prevention and Control of Air Pollution, the PRC Law on the Prevention and Control of Water Pollution, the PRC Law on the Prevention and Control of Solid Waste Pollution, the PRC Law on Evaluation of Environmental Affects and the Regulations on the Administration of Construction Project Environmental Protection.

Further, some of our PRC subsidiaries are located in Suzhou, China, which is adjacent to Taihu Lake, a nationally renowned and protected body of water. As a result, production at these subsidiaries is subject to the Regulation of Jiangsu Province on Preventing Water Pollution in Taihu Lake, which became effective in June 2008 and was further revised on September 29, 2010, and the Implementation Plan of Jiangsu Province on Comprehensive Treatment of Water Environment in Taihu Lake Basin, which was promulgated in February 2009. Because of these two new regulations, the environmental protection requirements imposed on nearby manufacturing projects, especially new projects, have increased noticeably, and Jiangsu Province has stopped approving construction of new manufacturing projects that increase the amount of nitrogen and phosphorus released into Taihu Lake.

#### *Admission of Foreign Investment*

The principal regulation governing foreign ownership of solar power businesses in the PRC is the Foreign Investment Industrial Guidance Catalogue. Under the current catalogue, which was amended in 2007 and became effective in December 2007, the solar power business is classified as an “encouraged foreign investment industry.” Companies that operate in encouraged foreign investment industries and satisfy applicable statutory requirements are eligible for preferential treatment, including exemption from customs and input value added taxes, or VAT, and priority consideration in obtaining land use rights.

While the 2004 catalogue only applied to the construction and operation of solar power stations, the current catalogue also applies to the production of solar cell manufacturing machines, the production of solar powered air conditioning, heating and drying systems and the manufacture of solar cells.

#### *Income and VAT Taxes*

PRC enterprise income tax is calculated based on taxable income determined under PRC accounting principles. Our major operating subsidiaries, CSI Solartronics, CSI Suzhou Manufacturing, CSI Cells, CSI Technologies, CSI Changshu Manufacturing and CSI Luoyang Manufacturing, are governed by the new EIT Law, which became effective from January 1, 2008.

Under the new EIT Law, both foreign-invested enterprises and domestic enterprises are subject to a uniform enterprise income tax rate of 25%. There is a transition period for enterprises that were given preferential tax treatment under the previous tax law. Enterprises that were subject to an enterprise income tax rate lower than 25% will have the new uniform enterprise income tax rate of 25% phased in over a five-year period from the effective date of the new EIT Law. Enterprises that were entitled to exemptions or reductions from the standard income tax rate for a fixed term may continue to enjoy such treatment until the fixed term expires, subject to certain limitations.

The new EIT Law provides for preferential tax treatment for certain categories of industries and projects that are strongly supported and encouraged by the state. For example, enterprises classified as HNTes are entitled to a 15% enterprise income tax rate. Our subsidiary CSI Solartronics has been recognized as an HNTe. However, because CSI Solartronics does not meet certain requirements for the reduced 15% enterprise income tax rate, it is still subject to a 25% enterprise income tax rate.

CSI Suzhou Manufacturing was subject to a reduced enterprise income tax rate of 12.5% until the end of 2009, when its tax holiday expired, and it is currently subject to an EIT rate of 25%. CSI Cells and CSI Luoyang Manufacturing are subject to a reduced enterprise income tax rate of 12.5% until the end of 2011, when their tax holidays expire. CSI Changshu Manufacturing and CSI Technologies were exempt from EIT

for 2009 and will be subject to a reduced enterprise tax rate of 12.5% from 2010 through to and including 2012, at which time their tax holidays will expire as well. As the preferential tax benefits currently enjoyed by our PRC subsidiaries expire, their effective tax rates will increase significantly.

The new EIT Law also provides that enterprises established outside China whose “effective management” is located in China are considered PRC tax residents and will generally be subject to the uniform 25% enterprise income tax rate on their global income. Under the implementation regulations, the term “effective management” is defined as substantial and overall management and control over such aspects as the production and business, personnel, accounts and properties of an enterprise. Currently there are no detailed rules or precedents governing the procedures and specific criteria for determining an enterprise’s effective management, which are applicable to us. As a substantial number of the members of our management team are located in China, we may be considered a PRC tax resident under the new EIT Law and, therefore, subject to the uniform 25% enterprise income tax rate on our global income.

Under the new EIT Law and implementing regulations issued by the State Council, PRC withholding tax at the rate of 10% is applicable to interest and dividends payable to investors from companies that are not “resident enterprises” in the PRC, to the extent such interest or dividends have their sources within the PRC. If our Canadian parent entity is deemed a PRC tax resident under the new EIT Law based on the location of our effective management, dividends distributed from our PRC subsidiaries to our Canadian parent entity could be exempt from Chinese dividend withholding tax. However, in that case, dividends from us to our shareholders may be regarded as China-sourced income and, consequently, be subject to Chinese withholding tax at the rate of 10%, or at a lower treaty rate if applicable. Similarly, if we are considered a PRC tax resident, any gain realized by our shareholders from the transfer of our common shares is also subject to Chinese withholding tax at the rate of 10% if such gain is regarded as income derived from sources within the PRC. It is unclear whether any dividends that we pay on our common shares or any gains that our shareholders may realize from the transfer of our common shares would be treated as income derived from sources within the PRC and subject to PRC tax.

Pursuant to a November 2008 amendment to the Provisional Regulation of the PRC on Value Added Tax issued by the PRC State Council, all entities and individuals that are engaged in the sale of goods, the provision of repairs and replacement services and the importation of goods in China are required to pay VAT. Gross proceeds from sales and importation of goods and provision of services are generally subject to VAT at a rate of 17%, with exceptions for certain categories of goods that are taxed at a rate of 13%. When exporting goods, the exporter is entitled to a refund of a portion or all of the VAT that it has already paid or borne.

In December 2008, the Ministry of Finance and the State Administration of Taxation jointly issued implementation rules for the VAT effective from January 1, 2009. Under the new rules, fixed assets (mainly including equipment and manufacturing facilities) are now eligible for credit for input VAT. Previously, input VAT on fixed assets purchases was not deductible from the current period’s output VAT derived from the sales of goods, but had to be included in the cost of the assets. The new rule permits this deduction except in the case of equipment purchased for non-taxable projects or tax-exempted projects where the deduction of input VAT is not allowed. However, the qualified fixed assets could also be eligible for input VAT if the fixed assets are used for both taxable projects and non-taxable projects or tax-exempted projects. Presently, no further detailed rules clarify under what circumstance the fixed assets are considered as being used for both taxable and non-taxable or tax exempt projects. Because of the new VAT rules, our PRC subsidiaries may benefit from future input VAT credit on our capital expenditures.

Under the former rules, equipment imported for qualified projects was entitled to an import VAT exemption and domestic equipment purchased for qualified projects were entitled to a VAT refund. However, such exemption and refund were both eliminated as of January 1, 2009.

#### *Foreign Currency Exchange*

Foreign currency exchange regulation in China is primarily governed by the Foreign Currency Administration Rules (1996), as amended, and the Settlement, Sale and Payment of Foreign Exchange Administration Rules (1996), or the Settlement Rules.

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Currently, the Renminbi is convertible for current account items, including the distribution of dividends, interest payments, trade and service-related foreign exchange transactions. Conversion of the Renminbi for most capital account items, such as direct investment, security investment and repatriation of investment, however, is still subject to the approval of SAFE.

Under the Settlement Rules, foreign-invested enterprises may buy, sell and/or remit foreign currencies only at those banks authorized to conduct foreign exchange business after providing valid commercial documents and, in the case of most capital account item transactions, obtaining approval from SAFE. Capital investments by foreign-invested enterprises outside of China are also subject to limitations, which include approvals by the Ministry of Commerce, SAFE and the State Reform and Development Commission.

### *Dividend Distribution*

The principal regulations governing distribution of dividends paid by wholly foreign owned enterprises include the Wholly Foreign Owned Enterprise Law (1986), as amended, and the Wholly Foreign Owned Enterprise Law Implementation Rules (1990), as amended.

Under these laws, foreign-invested enterprises in China may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, a wholly foreign owned enterprise in China is required to set aside at least 10% of its after-tax profits determined in accordance with PRC accounting standards each year to its general reserves until the accumulative amount of such reserves reach 50% of its registered capital. These reserves are not distributable as cash dividends. The board of directors of a foreign-invested enterprise has the discretion to allocate a portion of its after-tax profits to staff welfare and bonus funds, which may not be distributed to equity owners except in the event of liquidation.





2008, CSI Luoyang Manufacturing obtained the land use rights for approximately 79,685 square meters of adjacent land (Phase II), on which we are currently constructing wafer manufacturing facilities. The floor area of Phase II is 30,071 square meters. We expect to receive the property ownership certificate upon passing the required inspection after the completion of construction.

- CSI Cells holds the land use rights certificate for approximately 65,661 square meters of land in Suzhou. We completed the construction of our first solar cell manufacturing facilities on this site in the first quarter of 2007. The Phase I manufacturing facility has a 14,077 square meter workshop and office building, for which we obtained the property ownership certificate. The Phase II cell manufacturing facilities, with 28,917 square meters of workshop space, were completed in 2009. We expect to receive the property ownership certificate upon passing the required inspection. We are currently constructing Phase III cell manufacturing facilities with a total floor area of approximately 21,448 square meters.
- CSI Changshu Manufacturing holds the land use rights certificate for approximately 40,000 square meters of land in Changshu, on which we have built a module manufacturing facility of approximately 23,671 square meters. Production in this facility began in April 2008. We also constructed a canteen and a dormitory for employees in September 2010 with a total floor area of 11,283 square meters. The property ownership certificate was granted in March 2011.
- CSI Changshu Manufacturing also holds a land use rights certificate for approximately 180,000 square meters of land in Changshu, on which we have built two module manufacturing facilities, three warehouses and other buildings with a total floor area of approximately 62,093 square meters (Phase I). Production in this facility began in August 2008 and the central warehouses construction was completed in April 2010. Phase I occupies 78,320 square meters of land. We are currently constructing Phase II manufacturing facilities with an additional warehouse and three other buildings. The total floor area of approximately 46,507 square meters. Phase II will be completed in the first half of 2011, occupying 22,442 square meters of land. Phase III manufacturing facilities on the remaining land are still in the design and planning stage.
- CSI New Energy holds a land use rights certificate for approximately 10,000 square meters of land in Suzhou.
- CSI Ontario Manufacturing has leased approximately 14,851 square meters of manufacturing facilities in Guelph, Ontario, Canada for a term of 10 years commencing August 1, 2010. We will also lease an additional warehouse of 7,912 square meters and an office building of 570 square meters on the same premises. Completion of the manufacturing facilities, warehouse and office building space is expected to be completed in July 2011.

#### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report on Form 20-F. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Item 3. Key Information — D. Risk Factors" or in other parts of this annual report on Form 20-F.*

##### **A. Operating Results**

The most significant factors that affect our financial performance and results of operations are:

- government subsidies and the availability of financing for solar projects;
- industry and seasonal demand;

- product pricing;
- the cost of solar cells and wafers and silicon raw materials relative to the selling prices of modules and the impact of certain of our long-term purchase commitments; and
- foreign exchange.

#### ***Government Subsidies and the Availability of Financing for Solar Projects***

We believe that the near-term growth of the market for on-grid applications depends in large part on the availability and size of government subsidies and economic incentives and financing for solar projects. For a detailed discussion of government subsidies and incentives, possible changes in government policy and associated risks to our business, see “Item 3. Key Information — D. Risk Factors — Risks Related to Our Company and Our Industry — If governments revise, reduce or eliminate subsidies and economic incentives for solar power, the demand for our products could decline, which could materially and adversely affect our revenues, profits, margins and results of operations.” and “Item 4. Information on the Company — B. Business Overview — Markets and Customers.”

Additionally, the continuing poor global economic performance and uncertain global economic outlook, especially in Europe, could limit the availability of debt or equity for solar power projects, or increase the cost thereof, and adversely impact our customers’ ability to finance the purchase of our products or to construct solar power projects. See “Item 3. Key Information — D. Risk Factors — Risks Related to Our Company and Our Industry — The execution of our growth strategy depends upon the continued availability of third-party financing arrangements for our customers, which is affected by general economic conditions. Tight credit markets could depress demand or prices for solar products, hamper our expansion and materially affect our results of operations.”

#### ***Industry and Seasonal Demand***

Our business and revenue growth depend on the demand for solar power. Although solar power technology has been used for several decades, the solar power market has grown significantly in the past several years. See “Item 4. Information on the Company — B. Business Overview” for a more detailed discussion of the factors driving the growth of the solar power industry and the challenges that it faces. In addition, industry demand is affected by seasonality. Demand tends to be lower in winter, primarily because of adverse weather conditions, particularly in Germany, one of our key markets, which complicates the installation of solar power systems. For example, our sales to Germany slowed significantly in the fourth quarter of 2008 and the first quarter of 2009 due to changes in seasonal demand, together with inventory clearing efforts by some solar module producers and a significant reduction of subsidies in Spain, coupled with the global financial crisis. However, the demand from other key markets may offset seasonal fluctuations from time to time. In anticipation of strong demand for systems in 2010, distributors continued to purchase modules late in the fourth quarter of 2009 and early in the first quarter of 2010, even though this is traditionally the slowest season for solar installations. If governments around the world continue to approve subsidies that encourage the use of solar energy, we expect to be able to take advantage of the diversity of global markets to mitigate some of the effects of seasonality on our business results in the future.

See “Item 3. Key Information — D. Risk Factors — Risks Related to Our Company and Our Industry — If sufficient demand for solar power products does not develop or takes longer to develop than we anticipate, our revenues may not continue to increase or may even decline, and we may be unable to sustain our profitability.”

#### ***Product Pricing***

Prior to 2004, all of our net revenues were generated from sales of specialty solar modules and products. We began selling standard solar modules in 2004. By the end of 2006, sales of standard solar modules represented 96.8% of our net revenues, excluding silicon materials sales. In 2008 and 2009, sales of standard solar modules represented 98.2% and 98.7%, respectively, of our net revenues, with the remainder coming

primarily from the sale of silicon materials. In 2010, sales of standard solar modules represented 93.7% of our net revenue, with the remainder coming primarily from sale of solar system kits.

Our standard solar modules are priced based on either the actual flash test result or the nameplate capacity of our panels, expressed in Watts-peak. The actual price per watt is affected by overall demand in the solar power industry and increasingly also by the total power of the module. Higher-powered modules usually command slightly higher prices per watt. We price our standard solar modules based on the prevailing market price at the time we enter into sales contracts with our customers, taking into account the size of the contract, the strength and history of our relationship with each customer and our silicon wafer, solar cell and silicon raw materials costs. During the first few years of our operations, the average selling prices for standard solar modules rose year-to-year across the industry, primarily because of high demand. Correspondingly, the average selling price of our standard solar module products ranged between \$3.62 to \$4.23 during 2004 and 2008. Following a peak in the third quarter of 2008, the industry-wide average selling price of solar modules has declined sharply, as market demand declined sharply and competition increased due to the worldwide credit crisis, reduction in subsidies in certain solar markets, and increased manufacturing output. In 2009, the average selling price of our standard solar modules continued to fall, with an average selling price of \$1.93 per watt in the fourth quarter of 2009. The average price for our standard solar modules in 2010 was \$1.80 per watt, with prices slightly up in the fourth quarter of 2010 to \$1.84 per watt.

#### ***Price of Solar Cells and Wafers and Silicon Raw Materials***

We produce solar modules, which are an array of interconnected solar cells encased in a weatherproof frame, and products that use solar modules. Solar cells are the most important component of solar modules. Our solar cells are currently made from mono-crystalline and multi-crystalline silicon wafers through multiple manufacturing steps. Silicon wafers are the most important material for making solar cells. In 2009, there was an oversupply of polysilicon and silicon wafers due to increased production capacity. As a result, we wrote down inventory in the fourth quarter of 2008 and in the first and second quarters of 2009. We have been re-negotiating our supply agreements in line with market pricing for raw materials. However, if we are unable on an ongoing basis, to procure silicon, wafers and cells at prices that decline in line with our solar module pricing, our revenues and margins could be adversely impacted, either due to relatively high costs compared to our competitors or further write-downs of inventory, or both. Our market share could decline if competitors are able to offer better pricing than we are. See “Item 3. Key Information — D. Risk Factors — Risks Related to Our Company and Our Industry — We may not be able to adjust our raw materials costs because we have entered into long-term supply agreements with several polysilicon and wafer suppliers. If we fail to adjust such costs or fail to recover all or part of our advance payments after we terminate certain long-term supply agreements, our profitability could be materially and adversely affected. In addition, we may be subject to litigation with certain suppliers.” Currently, we secure a large percentage of our supply of solar wafers through purchasing, and through limited tolling arrangements. We also purchase large quantities of solar cells directly from our suppliers.

#### ***Foreign Exchange***

We pay most of our expenses in Renminbi, which since July 2008 has fluctuated in tandem with other currencies such as the U.S. dollar. However, since 2007, most of our sales have been denominated in Euros and U.S. dollars. This creates a foreign exchange risk, which can impact our revenues and margins in the event that the Euro depreciates against the U.S. dollar, as occurred in the second half of 2008. In 2008, we began to hedge our Euro exposure against the U.S. dollar using single put and call collars and forward contracts, and more recently knock-in forward contracts. We were able to mitigate a substantial portion, but not all, of our exchange rate losses for 2008 by hedging. In 2008, we incurred a net foreign exchange loss of \$20.0 million. We continued to hedge our Euro exposure against the U.S. dollar in 2009 with similar instruments in order to increase our foreign exchange visibility and limit our foreign exchange losses. In 2009, we had a net foreign exchange gain of \$7.7 million. In 2010, we hedged our foreign exchange exposure and incurred a net foreign exchange loss of approximately \$36.3 million. We expect that our sales denominated in currencies other than the Euro will increase. Increasingly, banks are requiring collateral in order to enter into

hedging contracts and the expenses associated with purchasing currency options have increased. There are also notional limits on the size of the hedging transactions that we may enter into with any particular counterparty at any given time. In the second half of 2009, these limits were inadequate to cover our expected cash flow for the first and second quarters of 2010. These notional limits increased in 2010, which allowed us to hedge expected cash flow and cash balances denominated in foreign currencies, mainly the Euro. However, the effectiveness of our hedging program may be compromised with respect to cost effectiveness, cash management, exchange rate visibility and downside protection.

### ***Overview of Financial Results***

We evaluate our business using a variety of key financial measures.

#### *Net Revenues*

We generate revenues primarily from the sale of solar module products, consisting of standard solar modules, specialty solar modules, solar system kits and products. Solar module products accounted for 98.2%, 98.7% and 93.7% of our net revenues in 2008, 2009 and 2010, respectively. In 2010, we started a new line of business, the sale of solar system kits, which contributed 5.2% of our net revenues. We continue to explore value-added services to purchasers of solar systems or solar power projects, including project finance, EPC contracting and investment activities. We believe this will help us to improve our solar module market penetration by the addition of a sales channel and possibly increase our margins from the associated value-added services, such as systems integration and sales of packages or kits of solar power project components. The main factors affecting our net revenues include average selling prices per watt and unit volume shipped, which depend on product supply and demand. Our net revenues are net of business tax, VAT, returns and exchanges.

#### *Cost of Revenues*

Our cost of revenues consists primarily of the costs of:

- solar cells;
- silicon wafers;
- high purity and solar grade silicon materials;
- materials used in solar cell production, such as metallic pastes;
- installation components in solar system kits, such as inverters and racking systems;
- other materials for the production of solar modules such as glass, aluminum frames, EVA (ethylene vinyl acetate, an encapsulant used to seal the module), junction boxes and polymer back sheets;
- production labor, including salaries and benefits for manufacturing personnel;
- warranty costs;
- overhead, including utilities, production equipment maintenance, share-based compensation expenses for options granted to employees in our manufacturing department and other support expenses associated with the manufacture of our solar power products;
- depreciation and amortization of manufacturing equipment and facilities, which are increasing as we expand our manufacturing capabilities;
- inventory write-downs; and
- loss on firm purchase commitments under long-term supply agreements.

Solar wafers and cells and silicon raw materials make up the major portion of our cost of revenues. Where we manufacture solar wafers in our own manufacturing facilities, the cost of the solar wafers consists of: (i) the costs of purchasing high purity and solar grade silicon raw materials; (ii) labor costs incurred in

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manufacturing solar wafers; (iii) the costs of other materials and utilities we use for manufacturing solar wafers; and (iv) depreciation charges incurred for our solar wafer manufacturing facility, equipment and building. Where we manufacture solar cells in our own manufacturing facilities, the cost of the solar cells consists of: (i) the costs of purchasing solar wafers; (ii) labor costs incurred in manufacturing solar cells; (iii) the costs of other materials and utilities we use for manufacturing the solar cells; and (iv) depreciation charges incurred for our solar cell manufacturing facility, equipment and building.

In 2008, 2009 and 2010, we obtained some of our solar wafers and cells through toll manufacturing arrangements, under which we source and provide silicon feedstock to suppliers of ingots, wafers and cells. These suppliers convert these silicon raw materials into the solar wafers and cells that we use for our production of solar modules. The costs of solar wafers and cells that we obtain through these toll manufacturing arrangements comprise: (i) costs of purchasing the silicon feedstock, (ii) labor costs incurred in inventory management, (iii) labor costs incurred in blending the silicon feedstock as part of our silicon feedstock blending program and (iv) tolling fees charged by our suppliers under the tolling arrangements. The payments we make to our suppliers for the solar wafers and cells and the payment our suppliers make to us for the silicon feedstock that we source and provide are generally settled separately under these tolling arrangements. We do not include payments we receive for providing silicon feedstock as part of these toll manufacturing arrangements in our net revenues. In 2010, due to market demand, we only did a small volume of module tolling business.

In 2010, we started a new business line: the sale of solar system kits. Solar modules make up a substantial portion of the cost of revenue on solar system kits. The cost of revenue on these solar modules is the cost of revenue on solar modules manufactured by us. The other components that make up the cost of solar system kits comprise of the costs of purchased inverters, racking systems, and other installation components.

Our cost of revenues also includes warranty costs. We accrue 1.0% of our net revenues on solar modules and 0.8% on solar system kits as warranty costs at the time revenues are recognized. Before June 2009, we typically sold our standard solar modules with a two-year warranty against defects in materials and workmanship and 10-year and 25-year warranties against declines of more than 10% and 20%, respectively, of the initial minimum power generation capacity at the time of delivery. From June 2009, we increased our warranty against defects in materials and workmanship to six years. We typically sell our specialty solar modules and products with a two-year warranty against defects in materials and workmanship and may, depending on the characteristics of the product, include a limited warranty of up to 10 years and a further 15 years against declines in power generation capacity of 90% and 80% with these periods. From April 2010, we acquired 25-year, irrevocable, product warranty insurance. This insurance applies to our warranty against workmanship and materials defects and the power output component of our module warranty.

Our cost of revenues has historically increased due to the increase of our net revenues. However, as a result of the global financial crisis, the demand for solar modules and the related cost of silicon materials and solar wafers and cells decreased sharply between late 2008 and the end of second quarter of 2009. Raw materials prices continued to fluctuate in 2010. Write-downs of inventory included in our cost of revenue were \$23.8 million, \$12.5 million, and \$2.1 million in 2008, 2009, and 2010 respectively. We have been re-negotiating the contract terms with Deutsche Solar since 2009 and did not order the full 2010 purchase volume under the agreements. The losses related to our ongoing firm purchase commitment with Deutsche Solar were \$13.8 million and \$1.6 million for the years ended December 31, 2009 and 2010, respectively. The losses were computed using the lower of cost or market method. See "Item 3. Key Information — D. Risk Factors — Risks Related to Our Company and Our Industry — We may not be able to adjust our raw materials costs because we have entered into long-term supply agreements with several polysilicon and wafer suppliers. If we fail to adjust such costs or fail to recover all or part of our advance payments after we terminate certain long-term supply agreements, our profitability could be materially and adversely affected. In addition, we may be subject to litigation with certain suppliers."

### *Gross Profit/Gross Margin*

Our gross profit is affected by a number of factors, including the average selling price of our products, our product mix, loss on firm purchase commitments under long-term supply agreements, and our ability to cost-effectively manage our supply chain.

Our gross margin increased from 10.1% in 2008 to 12.4% in 2009 to 15.3% in 2010. Our gross margin increased in 2010 primarily because of greater vertical integration, especially from internally produced cells.

### *Operating Expenses*

Our operating expenses include selling expenses, general and administrative expenses, and research development expenses. Our operating expenses have increased in recent years as our business has grown rapidly. We expect this trend to continue as our net revenues grow in the future. On a percentage basis, however, we expect operating expenses to decline or remain constant with the growth of our operations.

### *Selling Expenses*

Selling expenses consist primarily of salaries, transportation and customs expenses for delivery of our products, sales commissions for our sales personnel and sales agents, advertising, promotional and trade show expenses, and other sales and marketing expenses. Since the second quarter of 2006, selling expenses have included share-based compensation expenses for options and restricted shares granted to our sales and marketing personnel. As we expand our business, we will increase our sales and marketing efforts and target companies in selected industry sectors in response to evolving industry trends. We expect as we increase our sales volume our selling expenses will increase, including hire additional sales personnel, target more markets and initiate additional marketing programs to reach our goal of continuing to be a leading global brand.

### *General and Administrative Expenses*

General and administrative expenses consist primarily of salaries and benefits for our administrative and finance personnel, consulting and professional service fees, government and administration fees and insurance fees. Since the second quarter of 2006, our general and administrative expenses have included share-based compensation expenses for options and restricted shares granted to our general and administrative personnel, directors and consultants. We expect our general and administrative expenses to increase to support the anticipated growth of our business, such as hire additional personnel, upgrade our information technology infrastructure, and compliance-related costs. However, assuming our net revenues increase at our anticipated rate, we expect that our general and administrative expenses will remain constant or decrease as a percentage of our net revenues. Non-recurring general and administrative expenses increased significantly in 2010 because of increased legal, accounting and other professional fees in relation to our audit committee investigation and the shareholder class action lawsuits. See "Item 8. Financial Information — A. Consolidated Statements and other Financial Information — Legal and Administrative Proceedings". As of December 31, 2010, these costs were \$16.2 million for legal and professional services. Some of these costs may be recoverable under our director and officer liability insurance policy.

### *Research and Development Expenses*

Research and development expenses consist primarily of costs of raw materials used in our research and development activities, salaries and benefits for research and development personnel and prototype and equipment costs related to the design, development, testing and enhancement of our products and our silicon reclamation program. Since the second quarter of 2006, our research and development activities have included share-based compensation expenses for options and restricted shares granted to our research and development employees. We continue to increase our expenses on research and development. They are primarily related to our ongoing efforts to improve our solar ingot and wafer, solar cell and module manufacturing processes, and are not separated from our cost of revenues.

We expect to devote more efforts to research and development in the future. We also expect that our research and development expenses will increase as we hire additional research and development personnel, expand and promote innovation in our products portfolio, and devote more resources towards using new technologies and alternative materials to grow ingots, cut wafers and manufacture solar cells and solar system accessories such as inverters. However, as a percentage of net revenue, our research and development expenses are expected to remain constant.

#### *Share-based Compensation Expenses*

Under our share incentive plan, as of December 31, 2010, we had outstanding 2,629,316 options to purchase our common shares. For a description of the options and restricted shares granted, including the exercise prices and vesting periods, see “Item 6. Directors, Senior Management and Employees — B. Compensation of Directors and Executive Officers — Share-based Compensation — Share Incentive Plan”. We recognize share-based compensation to employees as expenses in our statement of operations based on the fair value of the equity awarded on the date of the grant. The compensation expense is recognized over the period in which the recipient is required to provide service in exchange for the equity award.

We have made an estimate of expected forfeitures and are recognizing compensation costs only for those equity awards that we expect to vest. We estimate our forfeitures based on past employee retention rates and our expectations of future retention rates. We will prospectively revise our forfeiture rates based on actual history. Our share option and restricted share compensation expenses may change based on changes to our actual forfeitures.

For the year ended December 31, 2010, we recorded share-based compensation expenses of approximately \$3.9 million, compared to approximately \$5.4 million for the year ended December 31, 2009. We have categorized these share-based compensation expenses in our (i) cost of revenues, (ii) selling expenses, (iii) general and administrative expenses and (iv) research and development expenses, depending on the job functions of the individuals to whom we granted the options or restricted shares. The following table sets forth, for the periods of allocation of our share-based compensation expenses both in absolute amount and as a percentage of total share-based compensation expenses.

	Years Ended December 31,					
	2008		2009		2010	
	(In thousands of US\$, except for percentages)					
Share-based compensation expenses included in:						
Cost of revenues	\$ 350	3.8%	\$ 412	7.6%	\$ 231	6.0%
Selling expenses	1,060	11.7	733	13.5	509	13.1
General and administrative expenses	7,306	80.3	3,772	69.4	2,873	74.1
Research and development expenses	386	4.2	519	9.5	264	6.8
Total share-based compensation expenses	<u>\$9,102</u>	<u>100.0%</u>	<u>\$5,436</u>	<u>100.0%</u>	<u>\$3,877</u>	<u>100.0%</u>

We expect to incur additional share-based compensation expenses as we expand our operations. For example, we anticipate that selling expenses will increase as we hire additional sales personnel to further expand our worldwide marketing activities in line with the expected growth of our operations.

#### *Interest Expenses*

Interest expenses consist primarily of interest incurred with respect to our short and medium-term loans from Chinese commercial banks and the 6% convertible notes we issued privately to qualified institutional investors. Total offering costs incurred for the issuance of the convertible notes were booked as deferred expenses. Amortization of offering expenses of \$35,638 and \$39,816 were recorded for the years ended December 31, 2009 and 2010, respectively. Due to significant use of long-term and short-term loans, interest expense has increased from \$9.5 million in 2009 to \$22.2 million in 2010.

*Gain on Change in Fair Value of Derivatives*

The gain on change in fair value of derivatives in our 2009 and 2010 financial statements were associated with hedging of the Euro against the U.S. dollar. Anticipating depreciation of the Euro against the U.S. dollar, we entered into collar transactions with a single put and call option and call forward contracts. During the years ended December 31, 2008, 2009, and 2010, the gain on change in fair value of these foreign currency derivatives amounted to \$14.5 million, \$9.9 million and \$1.7 million, respectively. We recorded a foreign currency derivative liability of \$0.5 million in 2009, while we recorded both a foreign currency derivative asset of \$2.2 million and a foreign currency derivative liability of \$2.5 million in 2010.

*Foreign Exchange Gain (Loss)*

We recorded a net foreign currency exchange gain of \$7.7 million for the year ended December 31, 2009, due to the appreciation of the Euro against the U.S. dollar during 2009, compared to a net currency exchange loss of \$20.0 million for the year ended December 31, 2008. In 2010, we recorded a net foreign exchange loss of \$36.3 million, mainly due to depreciation of the Euro. Our accounts receivable are mainly denominated in U.S. dollars and Euros, while the U.S. dollar is our functional and reporting currency. In November and December 2009, the Euro exchange rate declined from \$1.51 to €1.00 to slightly over \$1.43 to €1.00, while in 2010 the Euro exchange rate varied between \$1.19 and \$1.42. This impacted the value of our Euro denominated accounts receivable and other Euro denominated assets.

*Income Tax Expense*

We recognize deferred tax assets and liabilities for temporary differences between the financial statement and income tax bases of assets and liabilities. Valuation allowances are provided against deferred tax assets when management cannot conclude that it is more likely than not that some portion or all deferred tax assets will be realized.

We are governed by the CBCA, a federal statute of Canada and are registered to carry on business in Ontario, which subject us to both Canadian federal and Ontario provincial corporate income taxes. Our combined tax rates were 33.5%, 33.0% and 31.0% for the years ended 2008, 2009 and 2010, respectively.

PRC enterprise income tax is calculated based on taxable income determined under PRC accounting principles. Our major operating subsidiaries, CSI Solartronics, CSI Suzhou Manufacturing, CSI Cells, CSI Luoyang Manufacturing, CSI Technologies and CSI Changshu Manufacturing, are subject to taxation in China. CSI Solartronics has been recognized as an HNTE. However, because CSI Solartronics does not meet certain requirements for the reduced 15% enterprise income tax rate, CSI Solartronics is still subject to a 25% enterprise income tax rate. CSI Cells and CSI Luoyang Manufacturing are subject to a reduced enterprise income tax rate of 12.5% until the end of 2011, when their tax holidays expire. CSI Technologies and CSI Changshu Manufacturing are subject to a reduced enterprise income tax rate of 12.5% until the end of 2012, when their tax holidays will expire. CSI Suzhou Manufacturing is subject to a standard 25% enterprise income tax rate. As the preferential tax benefits currently enjoyed by our PRC subsidiaries expire, their effective tax rates will increase significantly.

The new EIT Law also provides that enterprises established outside China whose “effective management” is located in China are considered PRC tax residents and will generally be subject to the uniform 25% enterprise income tax rate on their global income. Under the implementation regulations, the term “effective management” is defined as substantial and overall management and control over such aspects as the production and business, personnel, accounts and properties of an enterprise. Currently there are no detailed rules or precedents governing the procedures and specific criteria for determining an enterprise’s effective management. As a substantial number of the members of our management team are located in China, we may be considered a PRC tax resident under the new EIT Law and, therefore, subject to the uniform 25% enterprise income tax rate as it relates to our global income.

Under the new EIT Law and implementing regulations issued by the State Council, the PRC withholding tax rate of 10% is generally applicable to interest and dividends payable to investors that are not “resident



enterprises” in the PRC, to the extent such interest or dividends have their sources within the PRC. We consider undistributed earnings of our PRC subsidiaries of approximately \$146.0 million at December 31, 2010 to be indefinitely reinvested in China, and consequently we have made no provision for withholding taxes for those amounts.

### ***Critical Accounting Policies***

We prepare financial statements in accordance with U.S. GAAP, which requires us to make judgments, estimates and assumptions that affect (i) the reported amounts of our assets and liabilities, (ii) the disclosure of our contingent assets and liabilities at the end of each fiscal period and (iii) the reported amounts of revenues and expenses during each fiscal period. We regularly evaluate these estimates based on our own historical experience, knowledge and assessment of current business and other conditions, our expectations regarding the future based on available information and reasonable assumptions, which together form our basis for making judgments about matters that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, our actual results could differ from those estimates. Some of our accounting policies require a higher degree of judgment than others in their application.

When reviewing our financial statements, the following should be considered: (i) our selection of critical accounting policies, (ii) the judgment and other uncertainties affecting the application of such policies and (iii) the sensitivity of reported results to changes in conditions and assumptions. We believe the following accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

### ***Revenue Recognition***

Sales of solar modules, solar system kits and silicon materials are recorded when products are delivered and title has passed to customers. A solar system kit is a ready-to-install package consisting of solar modules produced by us and components, such as inverters, racking system and other accessories supplied by third parties. We recognize revenue when prices to the seller are fixed or determinable and collectability is reasonably assured. If collectability is not reasonably assured, we recognize revenue only upon collection of cash. Revenues also include reimbursements of shipping and handling costs of products sold to customers. Sales agreements typically contain customary product warranties but do not contain any post-shipment obligations or any return or credit provisions.

A majority of our contracts provide that products are shipped under the terms free on board, or FOB, ex-works or cost, insurance and freight, or CIF. Under FOB terms, we fulfill our obligation to deliver when the goods have passed over the ship’s rail at the named port of shipment. The customer bears all costs and risks of loss or damage to the goods from that point. Under ex-works terms, we fulfill our obligation to deliver when we have made the goods available at our premises to the customer. The customer bears all costs and risks involved in taking the goods from our premises to the desired destination. Under CIF terms, we must pay the costs, marine insurance and freight necessary to bring the goods to the named port of destination. The risk of loss of or damage to the goods, and any additional costs due to events occurring after the time the goods have been delivered on board the vessel, is transferred to the customer when the goods pass the ship’s rail in the port of shipment.

Sales are recorded when the risk of loss or damage is transferred from us to the customers. Sales to customers are recorded net of estimated returns.

We enter into toll manufacturing arrangements in which we receive solar wafers and return finished modules. We recognize a service fee as revenue when the processed modules are delivered.

On occasion, we have permitted certain customers to return products for reasons that were not covered by our warranty. We periodically make estimates of our sales returns based on historical experience, and record such estimate as a reduction of revenue. As of December 31, 2009 and 2010, we had sales return reserve of \$8.5 million and \$8.9 million, respectively. Actual returns could differ from these estimates.

Sometimes we grant extended credit terms to customers with whom we had positive historical collection experience and who have overall creditworthiness. In addition, some of our customers pay us through drawn upon acceptances, open accounts and letter of credit terms, which typically take 30 to 120 days to process in order for us to be paid. To assess the creditworthiness of our customers, we generally obtain credit information from reputable third-party sources, including Dunn & Bradstreet and insurance companies that ultimately insure us against customer credit default. Using the information collected, we further evaluate the potential effect of a delay in financing on the customers' liquidity and financial position, their ability to draw down financing as well as their ability and intention to pay should they not obtain the related financing. Based on this analysis, we determine what credit terms, if any, to offer to each customer individually. If our assessment indicates a likelihood of collection risk, we do not recognize the revenue until cash payment is received from the customer. Based on the procedures that we perform around customer credit and collectability, we believe that collectability continues to be reasonably assured and, accordingly, such extended credit terms did not affect revenue recognition.

As of December 31, 2009 and 2010, we had inventories of \$21.0 million and \$18.8 million, respectively, relating to sales to customers where revenues were not recognized because the collection of payment was not reasonably assured.

#### *Warranty Cost*

Prior to June 2009, we typically sold our solar modules and products with up to a two-year guarantee for defects in materials and workmanship and 10-year and 25-year warranties against specified declines in the initial minimum power generation capacity at the time of delivery. Since June 2009, we increased our warranty against defects in materials and workmanship to six years. We have the right to repair or replace solar modules, at our option, under the terms of the warranty policy. We maintain warranty reserves to cover potential liabilities that could arise under these guarantees and warranties. Due to limited warranty claims to date, we accrue the estimated costs of warranties based on an assessment of our competitors' accrual history, industry-standard accelerated testing, estimates of failure rates from our quality review, and other assumptions that we believe to be reasonable under the circumstances. Actual warranty costs are accumulated and charged against the accrued warranty liability. To the extent that accrual warranty costs differ from the estimates, we will prospectively revise our accrual rate. We currently take a 1% warranty provision against our revenue for sales of solar modules and 0.8% for solar system kits.

In April 2010, we started to purchase product warranty insurance to back up our warranties. This insurance applies to our warranty against workmanship and materials defects and power output. Insurance premiums are recorded as other non-current assets and amortized over the 25-year term of the insurance policy. The use of insurance may alter the costs of our warranty program.

#### *Impairment of Long-lived Assets*

We evaluate our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When these events occur, we measure impairment by comparing the carrying amount of the assets to future undiscounted net cash flows expected to result from the use of the assets and their eventual disposition. If the sum of the expected undiscounted cash flow is less than the carrying amount of the assets, we will recognize an impairment loss based on the fair value of the assets. There was no impairment charge recognized during the years ended December 31, 2008, 2009 and 2010.

#### *Allowance for Doubtful Accounts*

We conduct credit evaluations of our customers and generally do not require collateral or other security from them. We establish an allowance for doubtful accounts primarily based upon the age of our receivables and factors surrounding the credit risk of specific customers. As of December 31, 2009 and 2010, allowance for doubtful accounts of \$18.0 million and \$8.0 million, respectively, were established for certain customers where management expected a credit risk on the collection of accounts receivable balances. From mid-2009,

we started to purchase insurance from Sinasure for accounts receivable to mitigate collection risks from some customers. We establish allowances for all doubtful accounts according to our allowance policy regardless of whether such accounts are covered by Sinasure insurance. For the amounts recoverable from Sinasure, we recorded \$7.1 million and \$4.2 million in prepaid expenses and other current assets as of December 31, 2009 and 2010, respectively. With respect to advances to suppliers, primarily suppliers of solar cells, solar wafers and silicon raw materials, we perform ongoing credit evaluations of our suppliers' financial condition. We generally do not require collateral or security against advances to suppliers, as they tend to be recurring supply partners. However, we maintained a reserve for potential credit losses for advances to suppliers as of December 31, 2009 and 2010 of \$11.0 million and \$19.4 million, respectively. The reserves include allowances on advances to LDK of \$8.8 million and \$9.1 million as of December 31, 2009 and 2010, respectively, and an allowance of \$9.7 million on advances to an UMG-Si supplier as of December 31, 2010.

### *Inventories*

Inventories are stated at the lower of cost or market. Cost is determined by the weighted average method. Cost of inventories consists of costs of direct materials, and where applicable, direct labor costs, tolling costs and any overhead that we incur in bringing the inventories to their present location and condition.

Adjustments are recorded to write down the cost of obsolete and excess inventories to the estimated market value based on historical and forecast demand. The write-down of inventories for the years ended December 31, 2008, 2009 and 2010 were \$23.8 million, \$12.5 million and \$2.1 million, respectively.

In the past, we entered into firm purchase commitments to acquire materials from our suppliers. A firm purchase commitment represents an agreement that specifies all significant terms, including the price and timing of the transactions, and includes a disincentive for non-performance that is sufficiently large to make performance probable, such as a take-or-pay provision which requires us to pay for committed volumes regardless of whether we actually acquire the materials. We evaluate these agreements and record a loss, if any, on firm purchase commitments using the same lower of cost or market approach that is used to value inventory. The computation of the loss on firm purchase commitments is subject to several estimates, including primarily the ultimate selling price of the finished goods of which these raw materials comprise a part, and is therefore inherently uncertain. Further, we only record the expected loss as it relates to the following fiscal period, as we are unable to reasonably estimate future market prices beyond one year. As a result, changes in the cost of materials or sales price of modules will directly affect the computation of the estimated loss on firm purchase commitments and our consolidated financial statements in the following years. In 2010, we fulfilled our 2009 purchase commitment under our agreement with Deutsche Solar but did not meet the minimum purchase obligation for 2010. We believe that it is more likely than not that the take-or-pay provisions of the agreement are void under German law and, accordingly, as of December 31, 2010 have not accrued for the full \$21,143,853 that would otherwise be due under the take-or-pay provision of the agreement. Rather, we have assumed that we will be permitted to purchase the 2010 contracted quantity under the agreement, in addition to the 2011 contracted quantity, in 2011 and have included the purchase obligation for both years in our evaluation of impairment of long-term purchase commitments. Although not considered probable, if we are not successful in our ongoing negotiations with Deutsche Solar, we may be required to make payments and incur additional losses up to the full take-or-pay amount.

We outsource portions of our manufacturing process, including converting silicon into ingots, cutting ingots into wafers, and converting wafers into solar cells, to various third-party manufacturers. These outsourcing arrangements may or may not include transfer of title of the raw material inventory (silicon, ingots or wafers) to the third-party manufacturers. Such raw materials are recorded as raw materials inventory when purchased from suppliers. For those outsourcing arrangements in which the title is not transferred, we maintain such inventory on our balance sheet as raw materials inventory while it is in the physical possession of the third-party manufacturer. Upon receipt of the processed inventory, it is reclassified as work-in-process inventory and a processing fee is paid to the third-party manufacturer.

For those outsourcing arrangements, characterized as sales, where title (including risk of loss) is transferred to the third-party manufacturer, through raw materials sales contracts and processed inventory

purchase contracts that were entered into simultaneously, we are constructively obligated to repurchase the inventory once it has been processed. In this case, the raw material inventory is classified as raw material inventory while in physical possession of the third-party manufacturer. The cash received is classified as advances from customers on the balance sheet and not as revenue or deferred revenue. Outsourcing arrangements, which require prepayment for repurchase of the processed inventory, are classified as advances to suppliers on the balance sheet. There is no right of offset for these advances from customers and advances to suppliers; they remain on the balance sheet until the processed inventory is repurchased.

#### *Fair Value of Derivative and Financial Instruments*

The carrying value of cash and cash equivalents, trade receivables, advances to suppliers, accounts payable and short-term borrowings approximate their fair values due to the short-term maturity of these instruments. Long-term bank borrowings approximate their fair value since the contracts were entered into with floating market interest rates.

The notional carrying amount of our outstanding convertible notes as of December 31, 2010 was \$0.9 million. The estimated fair value of these notes was \$0.9 million as of December 31, 2010. The book value of our investment in an UMG-Si supplier was \$3.0 million as of December 31, 2010. Due to the supplier's financial position and default on scheduled material delivery in 2010, we made an investment impairment of \$3.0 million. The impairment reduced the carrying value of the investment in our balance sheet to nil as at December 31, 2010.

Our primary objective for holding derivative and financial instruments is to manage foreign currency risk. We record derivative and financial instruments as assets or liabilities, measured at fair value. The recognition of gains or losses resulting from changes in fair value of those derivatives and financial instruments is based on the use of each derivative and financial instrument and whether or not they qualify for hedge accounting. We entered into certain foreign currency derivative contracts to protect against volatility of future foreign currency cash flows caused by the changes in foreign exchange rates. The foreign currency derivative contracts did not qualify for hedge accounting and, as a result, changes in their fair value are recognized in the statement of operations. We recorded gains on foreign currency derivative contracts of \$14.5 million, \$9.9 million and \$1.7 million for the years ended December 31, 2008, 2009 and 2010, respectively.

Changes to any of the assumptions used in the valuation model could materially impact the valuation results. Our foreign currency derivative instruments relate to foreign exchange option or forward contracts involving major currencies such as the Euro and the U.S. dollar. Since our derivative and financial instruments are not traded on an exchange, they are valued using valuation models. Interest rate yield curves and foreign exchange rates are the significant inputs for these valuation models. These inputs are observable in active markets over the terms of the instruments we hold, and accordingly, the fair value measurements are classified as Level 2 in the fair value hierarchy. We consider the effect of our own credit standing and that of our counterparties in the valuation of our derivative and financial instruments. A more detailed discussion on fair value measurement is reflected in Note 6 to our consolidated financial statements included elsewhere in this annual report.

#### *Income Taxes*

Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net tax loss carry forward and credits by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Current income taxes are provided for in accordance with the laws of the relevant taxing jurisdictions. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on the characteristics of the underlying assets and liabilities, or the expected timing of their use when they do not relate to a specific asset or liability.

### *Share-based Compensation*

We have granted restricted shares and share options to our directors, officers and employees. The value of share-based payment compensation is based on grant date fair value and is recognized in our consolidated financial statements over the requisite service period, which is generally the vesting period. We grant our restricted shares at their fair value, which generally represents the fair value of an unrestricted share less a discount calculated based on the length of time the share is restricted. For share options, we use the binomial model. Determining the value of our share-based compensation expense in future periods requires the input of highly subjective assumptions, including the expected life of the options, the price volatility of our underlying shares, the risk free interest rate, the expected dividend rate, and the estimated forfeitures of the options. We estimate our forfeitures based on past employee retention rates, our expectations of future retention rates, and we will prospectively revise our forfeiture rates based on actual history. Our compensation charges may change based on changes to our actual forfeitures.

### *Recently Issued Accounting Pronouncements*

In April 2010, the FASB issued ASU 2010-13, "Compensation (Topic 718) — Stock Compensation". This ASU addresses the classification of an employee share-based payment award with an exercise price denominated in the currency of a market in which the underlying equity security trade. FASB Accounting Standards Codification Topic 718, Compensation — Stock Compensation, provides guidance on the classification of a share-based payment award as either equity or a liability. A share-based payment award that contains a condition that is not a market, performance, or service condition is required to be classified as a liability. Under Topic 718, awards of equity share options granted to an employee of an entity's foreign operation that provide a fixed exercise price denominated in (1) the foreign operation's functional currency or (2) the currency in which the employee's pay is denominated should not be considered to contain a condition that is not a market, performance, or service condition. However, U.S. GAAP do not specify whether a share-based payment award with an exercise price denominated in the currency of a market in which the underlying equity security trades has a market, performance, or service condition. Diversity in practice has developed on the interpretation of whether such an award should be classified as a liability when the exercise price is not denominated in either the foreign operation's functional currency or the currency in which the employee's pay is denominated. The adoption of this ASU will not have a material impact on the Company's consolidated financial statements and related disclosures.

**Results of Operations**

The following table sets forth a summary, for the periods indicated, of our consolidated results of operations and each item expressed as a percentage of our total net revenues. Our historical results presented below are not necessarily indicative of the results that may be expected for any future period.

	Years Ended December 31,					
	2008		2009		2010	
	(In thousands of US\$, except percentages)					
Net revenues	705,006	100.0%	630,961	100.0%	1,495,509	100.0%
Cost of revenues	633,998	89.9%	552,856	87.6%	1,266,737	84.7%
Gross profit	71,008	10.1%	78,105	12.4%	228,772	15.3%
Operating expenses:						
Selling expenses	10,608	1.5%	22,089	3.5%	47,109	3.2%
General and administrative expenses	34,510	4.9%	46,324	7.3%	54,520	3.6%
Research and development expenses	1,825	0.3%	3,180	0.5%	6,843	0.5%
Total operating expenses	46,943	6.7%	71,593	11.3%	108,472	7.3%
Income from continuing operations	24,065	3.4%	6,512	1.0%	120,300	8.0%
Other income (expenses)						
Interest expenses	(12,201)	(1.7)%	(9,459)	(1.5)%	(22,164)	(1.5)%
Interest income	3,531	0.5%	5,084	0.8%	6,936	0.5%
Gain on change in fair value of derivatives	14,455	2.1%	9,870	1.6%	1,657	0.1%
Gain on debt extinguishment	2,429	0.3%	—	—	—	—
Debt conversion inducement expenses	(10,170)	(1.5)%	—	—	—	—
Investment income (loss)	—	—	1,788	0.3%	(2,853)	(0.2)%
Foreign exchange gain (loss)	(19,989)	(2.8)%	7,681	1.2%	(36,294)	(2.4)%
Income before income taxes	2,120	0.3%	21,476	3.4%	67,582	4.5%
Income tax (expense) benefit	(9,654)	(1.4)%	1,302	0.2%	(16,754)	(1.1)%
Net income (loss) from continuing operations	(7,534)	(1.1)%	22,778	3.6%	50,828	3.4%
Less: Net income attributable to non-controlling interest	—	—	132	—	259	—
Net income (loss)	(7,534)	(1.1)%	22,646	3.6%	50,569	3.4%

**Year Ended December 31, 2010 Compared to Year Ended December 31, 2009**

**Net Revenues.** Our total net revenues increased by \$864.6 million, or 137.0%, from \$630.9 million in 2009 to \$1,495.5 million in 2010. Our net revenue increased primarily due to increased shipments from 296.6 MW in 2009 to 803.5 MW in 2010, an increase of 170.8%, offset by decreased average selling prices of our standard solar modules from \$2.13 per watt in 2009 to \$1.80 per watt in 2010.

We periodically make estimates of our sales returns based on historical experience and record such estimates as a reduction of revenues. As of December 31, 2009 and 2010, we had sales return reserve of \$8.5 million and \$8.9 million, respectively. Actual returns could differ from these estimates.

**Cost of Revenues.** Our cost of revenues increased by \$713.9 million, or 129.1%, from \$552.8 million in 2009 to \$1,266.7 million in 2010. The increase in our cost of revenue was in line with the increase in net revenues for the year, offset by a decrease in raw materials prices for the year due to market supply competition on wafers and solar cells. Cost of revenues as a percentage of our total net revenues decreased from 87.6% in 2009 to 84.7% in 2010.

A loss on firm purchase commitments of \$13.8 million and \$1.6 million under our long-term wafer supply agreement with Deutsche Solar was recorded in 2009 and 2010, respectively. Meanwhile for 2009 and 2010, the inventory write-downs were \$12.5 million and \$2.1 million, respectively.

*Gross Profit.* As a result of the foregoing, our gross profit increased by \$150.7 million, or 193.0%, from \$78.1 million in 2009 to \$228.8 million in 2010. Our gross profit margin increased from 12.4% in 2009 to 15.3% in 2010.

*Operating Expenses.* Our operating expenses increased by \$36.9 million, or 51.5%, from \$71.6 million in 2009 to \$108.5 million in 2010. Operating expenses as a percentage of our total net revenues decreased from 11.3% in 2009 to 7.3% in 2010.

*Selling Expenses.* Our selling expenses increased by \$25.0 million, or 113.3%, from \$22.1 million in 2009 to \$47.1 million in 2010. The increase in our selling expenses was due to increases in freight charges, sales commissions and payroll, and advertising and promotion costs in line with the increased shipments and personnel, increasing our brand awareness in 2010. Selling expenses as a percentage of our net total revenues decreased from 3.5% in 2009 to 3.2% in 2010.

*General and Administrative Expenses.* Our general and administrative expenses increased by \$8.2 million, or 17.7%, from \$46.3 million in 2009 to \$54.5 million in 2010. The increase in our general and administrative expenses was due to increases in personnel costs in line with increase in organization and increased compliance related consulting and professional fees, offset by a decrease in allowance for doubtful accounts from tighter credit controls in 2010. General and administrative expenses as a percentage of our total net revenues decreased from 7.3% in 2009 to 3.6% in 2010. The general and administrative expenses included an allowance for doubtful accounts of \$18.1 million for the year ended December 31, 2009, compared to \$3.0 million for the year ended December 31, 2010.

*Research and Development Expenses.* Our research and development expenses increased by \$3.6 million, or 115.2%, from \$3.2 million in 2009 to \$6.8 million in 2010. The increase in research and development expenses was due to increased headcount of our research and development personnel, salaries and investments in research and development of new cell types. We expect our expenditures for research and development efforts continue to increase in 2011 as we continue to undertake technology development related to future product offerings with the established solar module and solar cell testing center and solar cell research laboratory. Research and development expenses as a percentage of our total net revenues remained the same at around 0.5% in 2009 and 2010.

*Interest Expenses, Net.* Our interest expenses, net increased by \$10.8 million, or 247.8%, from \$4.4 million in 2009 to \$15.2 million in 2010. The increase in our interest expenses from \$9.5 million in 2009 to \$22.2 million in 2010, or 134% was due to a significant increase in bank borrowings, both short-term and long-term, to finance our expansion in working capital requirements and our daily operations during 2010. Interest expense is expected to increase in the near future in line with increased long-term borrowings. Interest income increased from \$5.1 million in 2009 to \$6.9 million in 2010, or 36%, was mainly due to increase in deposits in the bank, including guarantee deposits.

*Gain On Change in Fair Value of Derivatives.* In 2009, we recorded a gain on change in fair value of derivatives of \$9.9 million, compared to a gain of \$1.7 million in 2010. The gains on change in fair value of derivatives represent gains on the foreign currency hedges that we established on our Euro cash flows by means of foreign currency collars and forward contracts.

*Investment Income/(Loss).* We recorded an investment loss of \$2.9 million in 2010 compared to investment income of \$1.8 million in 2009. The investment loss in 2010 was mainly due to the impairment of an investment in an UMG-Si supplier amounting to \$3.0 million.

*Foreign Exchange Gain.* We recorded a foreign exchange gain of \$7.7 million in 2009, compared to a foreign exchange loss of \$36.3 million in 2010. As some of our sales contracts were denominated in Euros, the effect of the appreciation of the Euro against the U.S. dollar in 2009 resulted in our recording of a large

exchange gain in 2009. In contrast, the effect of the depreciation of the Euro against the U.S. dollar in 2010 on our Euro denominated contracts resulted in our recording of an exchange loss in 2010.

*Income Tax Benefit (Expenses).* Our income tax benefit was \$1.3 million in 2009, compared to income tax expenses of \$16.8 million in 2010. The increase of income tax expenses in 2010 was mainly due to an increase in taxable income from the growth of the Company during the year, particularly a substantial increase in taxable income for operations outside China, which are subject to USA and Canadian income tax rates. The increase in income tax expenses is also attributable to the increase of tax rates by some of our Chinese subsidiaries, which ended their tax exemption periods in 2009, and only enjoyed transitional tax rates, which were half of the statutory rates, in 2010.

*Net Income Attributable To Non-Controlling Interest.* The net income attributable to non-controlling interest represented the share of net income by the non-controlling shareholders in our Japanese subsidiary.

*Net Income (Loss) Attributable To Canadian Solar Inc.* As a result of the foregoing, our net income attributable to Canadian Solar Inc. increased by \$28.1 million, or 123.3%, from \$22.6 million in 2009, to \$50.6 million in 2010.

### **Year Ended December 31, 2009 Compared to Year Ended December 31, 2008**

*Net Revenues.* Our net revenues decreased from \$705.0 million for the year ended December 31, 2008 to \$631.0 million for the year ended December 31, 2009. However, shipments over the same period approximately doubled from 166.5 MW in 2008 to 296.6 MW in 2009, an increase of 78%. The decrease in net revenues was primarily due to the sharp drop in module prices during the fourth quarter of 2008 and the first half of 2009 caused by the global economic crisis and over-supply in the solar power market resulting from a combination of (i) poor weather in Germany; (ii) a sharp reduction in Spanish solar subsidies, including the introduction of a cap on total installations; and (iii) lack of financing for solar projects. In 2009, we permitted certain customers to return products for reasons that were not covered by our warranty. We periodically make estimates of our sales returns based on historical experience and record such estimate as a reduction of revenues. As of December 31, 2009, we had a sales return reserve of \$8.5 million. We did not make provisions in prior periods because such amounts were not material.

The average selling price of our standard solar modules decreased from \$4.23 per watt in 2008 to \$2.13 per watt in 2009.

*Cost of Revenues.* Our cost of revenues decreased from \$634.0 million in 2008 to \$552.9 million in 2009. The decrease was due primarily to a sharp reduction in raw materials costs. This was driven by the same factors that impacted module pricing and demand listed in "Net Revenues" above. As a percentage of our net revenues, cost of revenues decreased from 89.9% for the year ended December 31, 2008 to 87.6% for the year ended December 31, 2009 despite the loss on firm purchase commitments of \$13.8 million for 2009 and 2010 under our long-term wafer supply agreement with Deutsche Solar and an inventory write-down of \$12.5 million.

*Gross Profit.* As a result of the foregoing, our gross profit increased from \$71.0 million for the year ended December 31, 2008 to \$78.1 million for the year ended December 31, 2009. Our gross margin increased from 10.1% for the year ended December 31, 2008 to 12.4% for the year ended December 31, 2009.

*Operating Expenses.* Our operating expenses increased from \$46.9 million for the year ended December 31, 2008 to \$71.6 million for the year ended December 31, 2009. The increase was due primarily to an increase in our selling expenses in line with our increased shipment volumes. General and administrative expenses included an \$18.1 million allowance for doubtful accounts. Operating expenses as a percentage of our net revenues increased from 6.7% for the year ended December 31, 2008 to 11.3% for the year ended December 31, 2009.

*Selling Expenses.* Our selling expenses increased from \$10.6 million for the year ended December 31, 2008 to \$22.1 million for the year ended December 31, 2009. Selling expenses as a percentage of our net revenues increased from 1.5% for the year ended December 31, 2008 to 3.5% for the year ended December 31,



2009. The increase in our selling expenses was due primarily to increases in freight charges, advertising and promotional expenses, salaries and allowances and sales commissions. The increase in the percentage of selling expenses to net revenues is due primarily to increases in freight charges, payroll and consultancy fees for exploring new markets.

*General and Administrative Expenses.* Our general and administrative expenses increased by 34% from \$34.5 million for the year ended December 31, 2008 to \$46.3 million for the year ended December 31, 2009, primarily due to increase in bad debt provisions compared with 2008. As a percentage of our total net revenues, general and administrative expenses increased from 4.9% for 2008 to 7.3% for 2009. The general and administrative expenses included an \$18.1 million allowance for doubtful accounts for the year ended December 31, 2009, as compared to a \$7.4 million allowance for doubtful accounts for the year ended December 31, 2008.

*Research and Development Expenses.* Our research and development expenses increased from \$1.8 million for the year ended December 31, 2008 to \$3.2 million for the year ended December 31, 2009, due to increased work on the development of new cell types. We expect our expenditures for research and development efforts to increase significantly in 2010 as we established a module and cell test center and a solar cell research laboratory where we will undertake technology development related to future product offerings.

*Interest Expenses.* Our interest expenses decreased from \$12.2 million for the year ended December 31, 2008 to \$9.5 million for the year ended December 31, 2009, primarily due to a reduction in our loan interest rates. The interest expenses for the year ended December 31, 2009 were in connection with short- and long-term bank loans and amortization of the issuance costs of our convertible notes. We expect to enter into new commercial bank loans to further expand our business in 2010, and we expect that our interest expenses will increase as a result.

*Gain On Change In Fair Value Of Derivatives.* We recorded a gain on change in fair value of derivatives of \$9.9 million for the year ended December 31, 2009 compared to \$14.5 million for the year ended December 31, 2008. This represented a gain on the foreign currency hedges that we established on our Euro cash flows by means of foreign currency collars and forward contracts.

*Foreign Exchange Gain.* We recorded a net currency exchange gain of \$7.7 million for the year ended December 31, 2009, compared to a net foreign currency exchange loss of \$20.0 million for the year ended December 31, 2008, due to the appreciation of the Euro in relation to the U.S. dollar during 2009. Our accounts receivable are mainly denominated in Euros, while the U.S. dollar is our functional and reporting currency.

*Income Tax Benefit (Expense).* Our income tax benefit was \$1.3 million for the year ended December 31, 2009, compared to an income tax expense of \$9.7 million for the year ended December 31, 2008, mainly due to an increase in deferred tax benefits on allowance for doubtful accounts amounting to \$4.2 million and loss on firm purchase commitments amounting to \$1.7 million.

*Net Income Attributable To Non-Controlling Interest.* The net income attributable to non-controlling interest was the share of net income by the minority stockholders in our German subsidiary in 2009.

*Net Income (Loss) Attributable To Canadian Solar Inc.* As a result of the cumulative effect of the above factors, we recorded \$22.6 million of net income attributable to Canadian Solar Inc. for the year ended December 31, 2009, compared to a \$7.5 million net loss for the year ended December 31, 2008.

## **B. Liquidity and Capital Resources**

### ***Cash Flows and Working Capital***

In 2010, we financed our operations primarily through cash flows from operations and short-term and long-term borrowings. As of December 31, 2010, we had \$288.7 million in cash and cash equivalents. Our cash and cash equivalents primarily consist of cash on hand, bank balances and demand deposits with original maturities of three months or less that are outstanding and placed with banks.

As of March 31, 2011, our bank lines had an aggregate limit of \$1,302 million. Drawn under these bank lines were approximately \$96 million of long-term borrowings, of which \$58 million was secured by plant, inventory and equipment, and approximately \$732 million of short-term borrowings, of which \$20 million was secured by land and buildings. The long-term borrowings will mature at various times during 2012 and 2014 and bear interest at rates of between 4.5% and 6.45% per annum. The short-term borrowings will mature at various times during 2011 and the first quarter of 2012 and bear interest rates of between 0.31% and 6.3% per annum. Our bank lines contain no specific extension terms but, historically, we have been able to obtain new short-term loans on terms similar to those of the maturing short-term loans shortly before they mature. As of March 31, 2011, \$469 million of short-term borrowings with terms of less than one year were available for drawdown under the bank lines at interest rates to be negotiated by the parties. As of March 31, 2011, \$43 million of long-term borrowings facilities remained available under the bank lines.

We were generally required to make prepayments to certain suppliers of silicon wafers, cells and silicon raw materials. Even though we require some customers to make partial prepayments, there is typically a lag between the time our prepayment for silicon wafers, cells and silicon raw materials are due and the time our customers submit those prepayments. The purchase of solar wafers and cells and silicon raw materials through toll manufacturing arrangements has required, and will continue to require, us to make significant commitments of working capital beyond that generated from our cash flows from operations to support our estimated production output.

We expect that our accounts receivable and inventories, two of the principal components of our current assets, will increase in line with increases in our net revenues. Due to market competition, in many cases, we offered credit terms to our customers ranging from 30 days up to 120 days with small advance payments ranging from 5% to 20% of the sale prices. The prepayments are recorded as current liabilities under advances from customers, and amounted to \$3.6 million as of December 31, 2009 and \$9.0 million as of December 31, 2010, respectively. As market demand changes and we continue to diversify our geographical markets, we have increased and may continue to increase credit term sales to creditworthy customers after careful review of their credit standings and accept export credit insurance by Sinasure. The balance of allowance for doubtful accounts and advances to suppliers was \$18.0 million and \$8.0 million as of December 31, 2009 and 2010, respectively. The decrease in our allowance for doubtful accounts is primarily due to recovery of historical past dues amounts of \$10.0 million and settlement with Sinasure of \$2.8 million to our claims in the second half of 2010. Moreover, the allowance for advances to suppliers also increased. We made an allowance for advances to LDK amounting to \$9.0 million and 9.1 million for 2009 and 2010, respectively. We also made an allowance of for advances to an UMG-Si supplier amounting to \$9.7 million in 2010. Inventories have increased significantly due to the rapid growth of our operations and business. Our inventory turnover days decreased from 94 days in 2009 to 63 days in 2010.

The following table sets forth a summary of our cash flows for the periods indicated:

	Years Ended December 31,		
	2008	2009	2010
	(In thousands of US\$)		
Net cash provided by (used in) operating activities	\$ 3,193	\$ 50,915	\$ (58,487)
Net cash used in investing activities	(125,762)	(234,568)	(133,989)
Net cash provided by financing activities	201,356	228,173	312,629
Net increase in cash and cash equivalents	77,994	44,450	128,541
Cash and cash equivalents at the beginning of the year	37,667	115,661	160,111
Cash and cash equivalents at the end of the year	115,661	160,111	288,652

***Operating Activities***

Net cash provided by operating activities of \$50.9 million in 2009 has decreased to net cash used in operating activities of \$58.5 million in 2010. Due to our business expansion this year, inventories significantly increased. In addition, we experienced shorter payment terms from our suppliers as a result of short supplies in the solar market, resulting in sharp decreases in both accounts and short-term notes payable.

Net cash provided by operating activities of \$3.2 million in 2008 has increased to \$50.9 million in 2009. The increase was due in part to a significant increase in net income, and partially offset by an increase in accounts receivable as we started to extend longer credit terms to customers in 2009 in order to cope with the current business environment. Net cash generated from operating activities was \$3.2 million in 2008, due in part to a decrease in accounts receivable, cash received from derivative assets and an increase in accounts payable, partially offset by increases in advances to suppliers and prepayment of land use rights.

#### ***Investing Activities***

Net cash used in investing activities decreased from \$234.6 million in 2009 to \$134.0 million in 2010. The decrease is primarily due to a significant reduction in the use of restricted cash to secure bank notes payable in our operating activities. The decrease is offset partly by the increase in spending for the expansion of our manufacturing facilities in 2010.

Net cash used in investing activities increased from \$125.8 million in 2008 to \$234.6 million in 2009, primarily due to a significant increase in restricted cash used to secure our notes payable and short-term borrowings. Net cash used in investing activities was \$125.8 million in 2008, primarily due to our expansion of ingot, wafer and module production capacity and acquisition of equity investments.

#### ***Financing Activities***

Net cash provided by financing activities increased from \$228.3 million in 2009 to \$312.6 million in 2010, primarily due to proceeds from our long-term and short-term bank borrowings.

Net cash provided by financing activities increased slightly from \$201.4 million in 2008 to \$228.2 million in 2009, primarily as a result of proceeds from our long-term and short-term bank borrowings. Net cash provided by financing activities was \$201.4 million in 2008, primarily as a result of proceeds from our follow-on public offering of common shares in July 2008 and from long- and short-term bank borrowings.

We believe that our current cash and cash equivalents, anticipated cash flow from operations and existing banking facilities will be sufficient to meet our anticipated cash needs, including our cash needs for working capital and capital expenditures, for the next 12 months under our current market guidance. We may, however, require additional cash due to changing business conditions or other future developments, including any investments or acquisitions we may decide to pursue. The availability of commercial loans from Chinese commercial banks may be affected by administrative policies of the PRC government, which in turn may affect our plans for business expansion. If our existing cash or the availability of commercial bank borrowings is insufficient to meet our requirements, we may seek to sell additional equity securities or debt securities or borrow from other sources. We cannot assure that financing will be available in the amounts we need or on terms acceptable to us, if at all. The sale of additional equity securities, including convertible debt securities, would dilute the holdings of our shareholders. The incurrence of debt would divert cash for working capital and capital expenditures to service debt obligations and could result in operating and financial covenants that restrict our operations and our ability to pay dividends to our shareholders. If we are unable to obtain additional equity or debt financing as required, our business operations and prospects may suffer.

#### ***Capital Expenditures***

We made capital expenditures of \$104.8 million, \$72.2 million and \$134.3 million in 2008, 2009 and 2010, respectively. Our capital expenditures were used primarily to expand our manufacturing capacity for ingot, wafer, solar cells and solar modules. As of December 31, 2010, we have a total capital commitment of approximately \$46.3 million.

#### ***Restricted Net Assets***

Our PRC subsidiaries are required under PRC laws and regulations to make appropriations from net income as determined under accounting principles generally accepted in the PRC, or PRC GAAP, to non-distributable reserves, which include a general reserve and a staff welfare, and bonus reserve. The general

reserve is required to be made at not less than 10% of the profit after tax as determined under PRC GAAP. Our board of directors determines the staff welfare and bonus reserve. The general reserve is used to offset future extraordinary losses. Our PRC subsidiaries may, upon a resolution of the board of directors, convert the general reserve into capital. The staff welfare and bonus reserve is used for the collective welfare of the employees of the PRC subsidiaries. These reserves represent appropriations of the retained earnings determined under PRC law. In addition to the general reserve, our PRC subsidiaries are required to obtain approval from the local government authorities prior to distributing any registered share capital. Accordingly, both the appropriations to general reserve and the registered share capital of our PRC subsidiaries are considered as restricted net assets. These restricted net assets amounted to \$178.3 million, \$258.9 million and \$491.2 million as of December 31, 2008, 2009 and 2010, respectively.

### **C. Research and Development**

We have significantly expanded our research and development activities since 2009. We have two new research and development centers with state-of-the-art equipment, the Center for Solar Cell Research and the Center for Photovoltaic Testing and Reliability Analysis. The Center for Solar Cell Research is focused on developing new high efficiency solar cells and advanced low cost solar cell processing technologies. The Center for Photovoltaic Testing and Reliability Analysis is focused on photovoltaic module testing, photovoltaic module components testing and qualifications, and photovoltaic module performance and reliability testing and analysis. As of December 31, 2010, we had approximately 135 employees in research, product development and engineering.

Our research and development activities have generally focused on the following areas:

- improving the conversion efficiency of solar cells and developing new cell structures and technologies for high conversion efficiency;
- developing modules with improved design and assembly methods employing metal wrap-through cells. Such modules will employ conductive adhesives on a metal foil back-sheet instead of employing conventional soldering techniques on a plastic back-sheet;
- improving manufacturing yield and reliability of solar modules and reducing manufacturing costs;
- developing modules with improved power conversion devices integrated into the construction of the module including a variety of micro-inverters and DC-to-DC power converters;
- testing, data tracing and analysis for module performance and reliability;
- designing and developing more efficient specialty solar modules and products to meet customer requirements;
- developing new methods and equipment for analysis and quality control of incoming materials (such as polysilicon, wafers and cells);
- developing new technologies in ingot growth and characterization, wafering, cell processing and module manufacturing that make use of low-cost alternative silicon materials such as solar grade silicon; and
- improving the wafer quality and production yield for both conventional wafer and e-wafer processing.

Our research and development team works closely with our manufacturing teams and our suppliers, partners and our customers. We have also established collaborative research and development relationships with a number of companies, universities and research institutes, including DuPont, Shanghai Jiao tong University and the University of Toronto.

Going forward, we will focus on the following research and development initiatives that we believe will enhance our competitiveness:

- *High efficiency cells.* Our ESE and metal wrap-through cells, which we have begun commercializing as well as future research and development on N-type, heterojunction intrinsic thin-layer and other high efficiency cell designs. On a test basis, we have produced an N-type bi-facial cell; however, we do not

plan to commercially produce this product until a later date. Such cell structures are believed to lower the overall cost of manufacturing solar modules and making the resulting modules cheaper to install. Higher-powered modules might also command a modest premium.

- *Solar grade silicon materials technologies and high efficiency cell technologies.* We began the mass production of solar grade silicon crystalline modules, namely e-Modules, in April 2008, and have been working on improving new technologies in ingot, wafer, cell and module manufacturing using solar grade silicon. With our continuous efforts to optimize solar grade silicon material preparation, ingot growth, wafering and cell processing, we anticipate additional increases in our solar grade silicon cell efficiency, and expect that with our new solar grade silicon cell design, our solar grade silicon cell could reach conversion efficiency close to that of conventional multi-crystalline cells.
- *Solar module manufacturing technologies.* With the opening of our Center for Photovoltaic Testing and Reliability Analysis, we intend to focus on developing state-of-the-art testing and diagnostic techniques that improve solar module production yield, efficiency, performance and durability.
- *Product development of specialty solar modules and products.* We are expanding our product development capabilities for specialty solar modules and products to position ourselves for the expected growth in this area of the solar power market. For example, we are collaborating with a research institute in China to develop a concentrator module technology and a glass curtain wall company based in China to develop BIPV technology. In 2008, we completed a BIPV project in our Luoyang plant. We also supplied BIPV modules and other BIPV related design elements for a project for the Beijing Olympic Games.
- *Power system integration and solar application products.* We recently began to explore power system integration products and expanded our research and development efforts in solar application products. We plan to hire additional engineering staff and increase investment in these areas.

#### **D. Trend Information**

Other than as disclosed elsewhere in this annual report on Form 20-F, we are not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

#### **E. Off Balance Sheet Arrangements**

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as shareholder's equity, or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or that engages in leasing, hedging or research and development services with us.

**F. Tabular Disclosure of Contractual Obligations*****Contractual Obligations and Commercial Commitments***

The following table sets forth our contractual obligations and commercial commitments as of December 31, 2010:

	Payment Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
	(In thousands of US\$)				
Short-term debt obligations	540,520	540,520	—	—	—
Interest related to short-term debt obligations <sup>(1)</sup>	8,945	8,945	—	—	—
Operating lease obligations	11,382	2,558	2,892	2,279	3,653
Purchase obligations <sup>(2)</sup>	3,366,588	336,459	1,343,452	1,621,674	65,003
Convertible notes <sup>(3)</sup>	1,420	60	120	120	1,120
Other long-term borrowing <sup>(4)</sup>	69,458	—	30,199	39,259	—
Interest related to long-term debt <sup>(5)</sup>	11,691	4,103	5,825	1,763	—
<b>Total</b>	<b>4,010,004</b>	<b>892,645</b>	<b>1,382,488</b>	<b>1,665,095</b>	<b>69,776</b>

(1) Interest rates range from 0% to 5.81% per annum for short-term debt.

(2) Includes commitments to purchase production equipment of \$46.3 million and commitments to purchase solar cells, wafers and silicon raw materials of \$3,320.3 million.

(3) Assumes redemption of \$1.0 million aggregate principal amount of 6.0% convertible senior notes due on December 15, 2017, and assumes none of the convertible senior notes will be converted into ordinary shares prior to their scheduled due date in December 2017. The holders of our convertible senior notes may require us to repurchase the convertible senior notes as early as December 2012. This amount also includes interest payable until December 2017.

(4) The other long-term borrowings mainly consist of the following items: commercial loans with Agricultural Bank of China of \$24.2 million; secured commercial loans with Bank of Communication of \$22.6 million; and commercial loans with Export and Import Bank of Nanjing of \$22.6 million.

(5) Interest rates range from 4.50% to 6.22% per annum for long-term borrowings.

The above table excludes uncertain tax liabilities of \$11.5 million, as we are unable to reasonably estimate the timing of future payments due to uncertainties in the timing of the effective settlement of these tax positions. For additional information, see the notes to our consolidated financial statements, included herein.

Other than the contractual obligations and commercial commitments set forth above, we did not have any long-term debt obligations, operating lease obligations, purchase obligations or other long-term liabilities as of December 31, 2010.

**G. Safe Harbor**

This annual report on Form 20-F contains forward-looking statements that relate to future events, including our future operating results, our prospects and our future financial performance and condition, results of operations, business strategy and financial needs, all of which are largely based on our current expectations and projections. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by terminology such as “may,” “will,” “expect,” “anticipate,” “future,” “intend,” “plan,” “believe,” “estimate,” “is/are likely to” or

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similar expressions. Forward-looking statements involve inherent risks and uncertainties. These forward-looking statements include, among other things, statements relating to:

- our expectations regarding the worldwide supply and demand for solar power products and the market demand for our products;
- our beliefs regarding the importance of environmentally friendly power generation;
- our expectations regarding governmental support for solar power;
- our beliefs regarding the fluctuation in availability of silicon, solar wafers and solar cells;
- our beliefs regarding our ability to resolve our disputes with suppliers with respect to our long-term supply agreements;
- our beliefs regarding the continued growth of the solar power industry;
- our beliefs regarding the competitiveness of our solar module products;
- our expectations with respect to increased revenue growth and improved profitability;
- our expectations regarding the benefits to be derived from our supply chain management and vertical integration manufacturing strategy;
- our beliefs and expectations regarding the use of UMG-Si and solar power products made of this material;
- our ability to continue developing our in-house solar components production capabilities and our expectations regarding the timing and production capacity of our internal manufacturing programs;
- our ability to secure adequate silicon and solar cells to support our solar module production;
- our beliefs regarding the effects of environmental regulation;
- our beliefs regarding the changing competitive landscape in the solar power industry;
- our future business development, results of operations and financial condition; and
- competition from other manufacturers of solar power products and conventional energy suppliers.

Known and unknown risks, uncertainties and other factors may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by forward-looking statements. See “Item 3. Key Information — D. Risk Factors” for a discussion of some risk factors that may affect our business and results of operations. These risks are not exhaustive. Other sections of this annual report may include additional factors that could adversely influence our business and financial performance. Moreover, because we operate in an emerging and evolving industry, new risk factors may emerge from time to time. We cannot predict all risk factors, nor can we assess the impact of these factors on our business or the extent to which any factor, or combination of factors, may cause actual result to differ materially from those expressed or implied in any forward-looking statement. We do not undertake any obligation to update or revise the forward-looking statements except as required under applicable law.

**ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****A. Directors and Senior Management**

The following table sets forth information regarding our directors and executive officers as of the date of this annual report on Form 20-F.\*

Name	Age	
Shawn (Xiaohua) Qu	47	Chairman of the Board, President and Chief Executive Officer
Robert McDermott	69	Lead Independent Director
Lars-Eric Johansson	64	Independent Director
Michael G. Potter	44	Independent Director
Weiwen Chen	43	Chief Financial Officer, Compliance Officer
Charlotte Xi Klein	55	Vice President, Global Operations
Yan Zhuang	47	Vice President, Global Sales and Marketing
Jessica Zhou	38	General Counsel and Corporate Secretary
Gregory Spanoudakis	53	President, European Sales
Xiaohu Wang	55	Vice President, Purchase and Planning
Bencheng Li	68	Vice President, Ingot and Wafer Division

\* Arthur Chien resigned as Chief Financial Officer in October 2010 and resigned from the Company and the board of directors in December 2010. The size of our board of directors was reduced from five to four members.

**Directors**

*Dr. Shawn (Xiaohua) Qu* has served as our chairman, president and chief executive officer since founding our company in October 2001. Prior to joining us, Dr. Qu worked at ATS Automation Tooling Systems, Inc. and its subsidiaries in the solar power business from 1998 to 2001, where he performed various responsibilities, including acting as product engineer, director for silicon procurement, director for solar product strategic planning and business development and technical vice president (Asia Pacific region) of Photowatt International S.A. From 1996 to 1998, Dr. Qu was a research scientist at Ontario Power Generation (formerly Ontario Hydro), where he worked as a process leader in the development of Spherical Solar™ technology, a next-generation solar technology. Prior to joining Ontario Power Generation Corp., Dr. Qu was a post-doctorate research fellow at the University of Toronto, focusing on semiconductor optical devices and solar cells. He has published research articles in academic journals such as IEEE Quantum Electronics, Applied Physics Letter and Physical Review. Dr. Qu received a Ph.D. degree in material science from the University of Toronto in 1995, a master of science in physics from University of Manitoba in 1990 and a bachelor of science in applied physics from Tsinghua University in Beijing, China in 1986.

*Mr. Robert McDermott* has served as lead independent director of our Company since August 2006. Mr. McDermott is a partner with McMillan LLP, a business law firm based in Canada. He joined the firm in 1971 and practices business law with an emphasis on mergers and acquisitions, securities and corporate finance. Mr. McDermott also advises boards and special committees of public companies in Canada on corporate governance matters. From 1997 to 2001, he was a director and senior officer of Boliden Limited, a mining company listed on the Toronto and Stockholm stock exchanges. Mr. McDermott is a member of the Canadian Bar Association. He was admitted to the Ontario Bar in Canada in 1968. Mr. McDermott received a juris doctor degree from the University of Toronto and a Bachelor of Arts degree from the University of Western Ontario.

*Mr. Lars-Eric Johansson* has served as an independent director of our Company since August 2006. Mr. Johansson has worked in finance and controls positions for more than thirty years in Sweden and Canada. He is currently the chief executive officer of Ivanhoe Nickel & Platinum Ltd., a Canadian private mining



company. From 2004 to 2007, Mr. Johansson was a director and chairperson of the audit committee of Harry Winston Diamond Corporation, a specialist diamond company with assets in the mining and retail segments of the diamond industry. From May 2004 to April 2006, he was an executive vice president and the chief financial officer of Kinross Gold Corporation, a gold mining company dually listed on the Toronto Stock Exchange and the New York Stock Exchange. Between June 2002 and November 2003, Mr. Johansson was an executive vice president and chief financial officer of Noranda Inc., a Canadian mining company dually listed on the Toronto Stock Exchange and the New York Stock Exchange. Until May 2004, Mr. Johansson served as a special advisor at Noranda Inc. From 1989 to May 2002, he was the chief financial officer of Falconbridge Limited, a mining and metals company in Canada listed on the Toronto Stock Exchange. He has chaired the audit committee of Golden Star Resources Ltd., a gold mining company dually listed on the Toronto Stock Exchange and American Stock Exchange, from 2006 to 2010. From 2002 to 2003, he was also a director of Novicor Inc., a company listed on the Toronto Stock Exchange. Mr. Johansson holds an MBA, with a major in finance and accounting, from Gothenburg School of Economics in Sweden.

*Mr. Michael G. Potter* has served as an independent director of our Company since September 2007. Mr. Potter has worked in finance, controlling and audit positions with a variety of multinational companies for over 20 years. From February 2009 to April 2011, he served as the corporate vice president and chief financial officer of Lattice Semiconductor Corporation, a Nasdaq-listed semiconductor device company. Prior to that, he was senior vice president and chief financial officer of NYSE-listed NeoPhotonics Corporation, a leading provider of photonic integrated circuit-based modules, components and subsystems for use in optical communications networks with extensive operations in Shenzhen, China. Before joining NeoPhotonics in May 2007, he was the senior vice president and chief financial officer of STATS ChipPAC, a semiconductor assembly and test services company based in Singapore and listed on the Singapore Stock Exchange. Before that, he held a variety of executive positions at NYSE-listed Honeywell Inc. Mr. Potter is a Chartered Accountant and holds a Bachelor of Commerce degree from Concordia University, Canada and a Diploma of Accountancy from McGill University, Canada.

### ***Executive Officers***

*Mr. Weiwen Chen* has served as our chief financial officer and compliance officer since October 2010. Prior to that, Mr. Chen served as chief financial officer of ShengdaTech, Inc., a NASDAQ-listed high-tech chemical and specialty materials company, from April 2009 to September 2010. From September 2008 to March 2009, Mr. Chen served as chief financial officer of Trony Solar Holdings, where he played a key role in the completion of a \$45 million private equity financing with JP Morgan and Intel Capital and supported the company's initial public offering preparations. From July 2007 to August 2008, he was the chief financial officer and vice president of China Nepstar Chain Drug Store Ltd., a NYSE-listed, leading pharmacy chain in China, where he played a key role in the company's \$384 million IPO, Sarbanes Oxley implementation, SEC reporting and disclosure, and investor relations. Mr. Chen worked as the director of finance of YRC Worldwide China International Transportation Operations from 2006 to 2007. Between 2000 and 2006, Mr. Chen was with Honeywell International where he progressed from senior corporate auditor in Morristown, New Jersey to financial controller of the company's engines operations in China. Mr. Chen started his professional career with PricewaterhouseCoopers' New York office in 1996. He is a Certified Public Accountant and holds a Master's degree in Accountancy and an MBA in Finance from the University of Alabama at Tuscaloosa. He also has a Bachelor of Arts degree from Xiamen University, China.

*Ms. Charlotte Xi Klein* has served as our vice president of global operations since November 2009, and prior to that as our vice president of finance since August 2008 and our compliance officer from September 2007. She also served as our corporate controller from February 2007 to July 2008. Prior to joining us, between 2004 and 2007, Ms. Xi Klein was director of accounting and compliance at ARAMARK Corporation, a Fortune 500 company, and TV Guide Magazine in the United States, responsible for financial reporting and successfully implementing Sarbanes-Oxley compliance during the first year of its applicability. In addition to her corporate reporting experience, Ms. Xi Klein spent eight years in manufacturing facilities with progressive job responsibilities from cost accountant to plant controller for Saint-Gobain Corporation and Armstrong World Industries. Ms. Xi Klein holds a bachelor's degree from the Shanghai Teachers University and MA and

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MBA degrees from the Midwestern State University in Texas. She is also a member of the AICPA and has been a Texas-licensed CPA since 1996.

*Mr. Yan Zhuang* has served as our vice president of global sales and marketing since June 2009. He was an independent director of our Company from September 2007 to June 2009. Mr. Zhuang has worked in corporate branding, sales and marketing positions with, or provided consulting services to, a variety of multinational companies for over 15 years. In 2008, he founded and became a director of INS Research and Consulting. Mr. Zhuang was the head of Asia for Hands-on Mobile, Inc., a global media and entertainment company with operations in China, South Korea and India, from 2006 to 2007. He previously served as the company's senior vice president of business operations and marketing in Asia. Before joining Hands-on Mobile, Inc., he held various marketing and business operation positions with Motorola Inc., including as its Asia Pacific regional director of marketing planning and consumer insight. Prior to that, he was a marketing consultant in Canada and China. Mr. Zhuang holds a bachelor's degree in electrical engineering from Northern Jiaotong University, China, a Master of Science degree in applied statistics from the University of Alberta, Canada and a Master of Science degree in marketing management from the University of Guelph, Canada.

*Ms. Jessica Zhou* has served as our general counsel since January 2009 and our corporate secretary since May 2009. Prior to joining us, Ms. Zhou practiced corporate and securities law at Latham & Watkins LLP and other premier international law firms, where she represented public and private companies, investment banks, and venture capital and private equity funds in various transactions and advised boards of public companies. Her practice focused on initial public offerings and other capital markets transactions, mergers and acquisitions, venture capital and private equity transactions, and U.S. public company representation. She received a doctor of jurisprudence degree from the University of Wisconsin Law School and a Bachelor of Arts degree from Beijing University.

*Mr. Gregory Spanoudakis* has served as our president of European sales since August 2008. He was our vice president of Europe from 2002 to 2006 and our vice president of international sales and marketing from January 2002. Mr. Spanoudakis has been involved in the semiconductor and solar power industries for the past 18 years, the last six years of which have been in the solar power industry. He was a senior executive with Future Electronics, one of the world's largest distributors of semiconductor components, where he headed the international division and the export development program from November 1988 to May 1999. Mr. Spanoudakis attended The University of Essex, in Colchester, England and the Sir George William University (now Concordia University) in Montreal, Canada, graduating with a bachelor's degree in business in 1981. In 1987, he received his MBA degree with a focus on international business development from Concordia University in Montreal, Canada.

*Mr. Xiaohu Wang* has served as our vice president of purchase and planning since January 2010. Prior to that, he served as our vice president of ingot and wafer operations from January 2009, before which he was our vice president of China supply chain development from December 2006. Mr. Wang joined us in 2002, initially as the manager in charge of imports and exports, procurement, quality and operations. Since 2004, Mr. Wang has been deputy general manager of commerce of CSI Solartronics, responsible for planning and procurement of all silicon material. From May 1989 to January 2001, Mr. Wang was the branch manager of International Development Group Ltd. in Hunan Province, where he was responsible for the import and export of mineral, hardware, textile and chemical products and was involved in its restructuring from state ownership to shareholder ownership. Mr. Wang has been involved in the import and export of silicon material and silicon cells since 1996. In 1982, Mr. Wang graduated from Nanjing University of Aeronautics and Astronautics with a Bachelor of Science degree.

*Mr. Bencheng Li* has served as vice president of our ingot and wafer division since January 2010. Prior to that, he served as our vice president of business development for China from December 2006, before which he was the general manager of CSI Luoyang. Prior to joining us in June 2003, Mr. Li was the chairman of Luoyang Single Crystalline Silicon Ltd. from 1996 to 2000, and the chairman of Sino-American MCL Electronic Materials Ltd. from 1995 to 2000. From July 1998 to April 2003, Mr. Li was the general manager of China Shijia Semiconductor Materials Corporation, a semiconductor and solar silicon materials

manufacturing company in China. Mr. Li received his bachelor's degree in radiochemistry from Tsinghua University in Beijing, China in 1967.

### ***Duties of Directors***

Under our governing statute, our directors have a duty of loyalty — to act honestly and in good faith with a view to our best interests. They also have a duty to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. A shareholder has the right to seek damages if a duty owed by our directors is breached. The functions and powers of our board of directors include, among others:

- convening shareholder meetings and reporting to shareholders at such meetings;
- declaring dividends and authorizing other distributions to shareholders;
- appointing officers and determining the term of office of officers;
- exercising the borrowing powers of our company and mortgaging the property of our company; and
- approving the issuance of shares.

## **B. Compensation of Directors and Executive Officers**

### ***Cash Compensation***

We paid our directors and executive officers aggregate cash remuneration, including salaries, bonuses and benefits in kind, of approximately \$2,124,130 for 2010. Of this amount, we paid \$249,000 to our three independent directors and \$1,875,130 to our executive officers.

### ***Share-based Compensation***

#### *Share Incentive Plan*

In March 2006, we adopted a share incentive plan, or the Plan.

The purpose of the Plan is to promote the success and enhance the value of the Company by linking the personal interests of the directors, officers and employees to those of the shareholders and providing the directors, officers and employees with an incentive for outstanding performance to generate superior returns to the shareholders. The Plan is also intended to motivate, attract and retain the services of the directors, officers and employees upon whose judgment, interest and effort the successful conduct of the Company's operations is largely dependent.

In September 2010, the shareholders approved an amendment to the Plan to increase the maximum number of common shares which may be issued pursuant to all awards of options and restricted shares under the Plan to the sum of (i) 2,330,000 plus (ii) the sum of (a) 1% of the number of outstanding common shares of the Company on the first day of each of 2007, 2008 and 2009 plus (b) 2.5% of the number of outstanding common shares of the Company on the first day of each calendar year after 2009. As at March 31, 2011, the maximum number of common shares which may be issued pursuant to all awards of options and restricted shares under the Plan was 5,371,700 shares, of which 3,261,329 options and 566,190 restricted shares (in both cases net of forfeitures) have been awarded, leaving 1,544,181 shares available to be issued.

The following describes the principal terms of the Plan.

*Types of Awards.* We may make the following types of awards under the Plan:

- options to purchase our common shares, and
- restricted shares, which are non-transferable common shares without voting or dividend rights.

*Plan Administration.* The Compensation Committee of our board of directors administers the Plan, except with respect to awards made to our non-employee directors, where the entire board of directors

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administers the Plan. The Compensation Committee or the full board of directors, as appropriate, determines the provisions, terms, and conditions of each award.

*Award Agreement.* Awards are evidenced by an award agreement that sets forth the terms, conditions and limitations for each award.

*Eligibility.* We may grant awards to employees, directors and consultants of our Company or any of our related entities, which include our subsidiaries and any entities in which we hold a substantial ownership interest. We may, however, grant options that are intended to qualify as incentive share options only to our employees.

*Acceleration of Awards upon Corporate Transactions.* Outstanding awards will accelerate upon a change-of-control where the successor entity does not assume our outstanding awards. In such event, each outstanding award will become fully vested and immediately exercisable, the transfer restrictions on the awards will be released and the repurchase or forfeiture rights will terminate immediately before the date of the change-of-control transaction.

*Exercise Price and Term of Awards.* In general, the Compensation Committee determines the exercise price of an option and sets out the price in the award agreement. The exercise price may be a fixed or variable price related to the fair market value of our common shares. If we grant an incentive share option to an employee who, at the time of that grant, owns shares representing more than 10% of the voting power of all classes of our share capital, the exercise price cannot be less than 110% of the fair market value of our common shares on the date of that grant and the share option is exercisable for no more than five years from the date of that grant.

The term of an award may not exceed ten years from the date of the grant.

*Vesting Schedule.* In general, the Compensation Committee determines the vesting schedule.

**Options**

The following table summarizes, as of March 31, 2011, the options granted under the Plan to our directors and executive officers and to other individuals, individually and as a group. The options granted in May 2006 vest over a four-year period beginning in March 2006. Unless otherwise noted, all other options granted vest over a four-year period (one-quarter on each anniversary date) from the date of grant, and exercise prices are equal to the average of the trading prices of the common shares for the five trading days preceding the date of grant.

Name	Common Shares Underlying Options Granted	Common Shares Underlying Options Exercised	Common Shares Underlying Options Forfeited	Common Shares Underlying Options Outstanding	Exercise Price (US\$ per Share)	Date of Grant	Date of Expiration
<b>Directors:</b>							
Shawn (Xiaohua) Qu	20,000	—	—	20,000	3.18	March 12, 2009	March 11, 2019
	25,000	—	—	25,000	11.33	August 27, 2010	August 26, 2020
Robert McDermott	46,600 <sup>(1)</sup>	—	—	46,600	15.00 <sup>(3)</sup>	August 8, 2006	August 7, 2016
	23,300 <sup>(2)</sup>	23,300	—	—	9.88	July 1, 2007	June 30, 2017
	23,300 <sup>(2)</sup>	—	—	23,300	41.75 <sup>(4)</sup>	June 26, 2008	June 25, 2018
	23,300 <sup>(2)</sup>	—	—	23,300	13.75 <sup>(4)</sup>	June 29, 2009	June 28, 2019
	23,300 <sup>(2)</sup>	—	—	23,300	12.09 <sup>(4)</sup>	September 20, 2010	September 19, 2020
Lars-Eric Johansson	46,600 <sup>(2)</sup>	25,000	—	21,600	15.00 <sup>(3)</sup>	August 8, 2006	August 7, 2016
	23,300 <sup>(2)</sup>	—	—	23,300	9.88 <sup>(4)</sup>	July 1, 2007	June 30, 2017
	23,300 <sup>(2)</sup>	—	—	23,300	41.75 <sup>(4)</sup>	June 26, 2008	June 25, 2018
	23,300 <sup>(2)</sup>	—	—	23,300	13.75 <sup>(4)</sup>	June 29, 2009	June 28, 2019
	23,300 <sup>(2)</sup>	—	—	23,300	12.09 <sup>(4)</sup>	September 20, 2010	September 19, 2020

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Name	Common Shares Underlying Options Granted	Common Shares Underlying Options Exercised	Common Shares Underlying Options Forfeited	Common Shares Underlying Options Outstanding	Exercise Price (US\$ per Share)	Date of Grant	Date of Expiration
Michael G. Potter	23,300 <sup>(2)</sup>	—	—	23,300	7.36 <sup>(4)</sup>	September 24, 2007	September 23, 2017
	23,300 <sup>(2)</sup>	—	—	23,300	41.75 <sup>(4)</sup>	June 26, 2008	June 25, 2018
	23,300 <sup>(2)</sup>	—	—	23,300	13.75 <sup>(4)</sup>	June 29, 2009	June 28, 2019
	23,300 <sup>(2)</sup>	—	—	23,300	12.09 <sup>(4)</sup>	September 20, 2010	September 19, 2020
Arthur Chien <sup>(9)</sup>	46,600 <sup>(1)</sup>	46,600	—	—	4.29	August 6, 2006	August 7, 2016
	23,300 <sup>(2)</sup>	23,300	—	—	9.88	July 1, 2007	June 30, 2017
	46,600	34,950	11,650	—	7.36	September 24, 2007	September 23, 2017
	20,000	5,000	15,000	—	3.18	March 12, 2009	March 11, 2019
	15,000	—	15,000	—	11.33	August 27, 2010	August 26, 2020
<b>Directors as a Group</b>	<b>569,300</b>	<b>158,150</b>	<b>41,650</b>	<b>369,500</b>			
<b>Executive Officers:</b>							
Weiwen Chen	100,000	—	—	100,000	15.19	October 8, 2010	October 7, 2020
Yan Zhuang	23,300 <sup>(2)</sup>	23,300	—	—	7.36	September 24, 2007	September 23, 2017
	23,300 <sup>(2)</sup>	—	—	23,300	41.75	June 26, 2008	June 25, 2018
	80,000	—	—	80,000	9.37	May 23, 2009	May 22, 2019
	15,000	—	—	15,000	11.33	August 27, 2010	August 26, 2010
Gregory Spanoudakis	116,500	—	—	116,500	2.12	May 30, 2006	May 29, 2016
	20,000	—	—	20,000	3.18	March 12, 2009	March 11, 2019
	12,000	—	—	12,000	11.33	August 27, 2010	August 26, 2020
Xiaohu Wang	89,705	44,853	—	44,852	2.12	May 30, 2006	May 29, 2016
	12,000	—	—	12,000	3.18	March 12, 2009	March 11, 2019
	12,000	—	—	12,000	11.33	August 27, 2010	August 26, 2020
Bencheng Li	64,075	48,056	—	16,019	2.12	May 30, 2006	May 29, 2016
	12,000	—	—	12,000	3.18	March 12, 2009	March 11, 2019
	12,000	—	—	12,000	11.33	August 27, 2010	August 26, 2020
Charlotte Xi Klein	46,600	34,950	—	11,650	12.10	March 1, 2007	February 28, 2017
	11,652 <sup>(5)</sup>	11,652	—	—	7.36	September 24, 2007	September 23, 2017
	12,000	3,000	—	9,000	3.18	March 12, 2009	March 11, 2019
	40,000	—	—	40,000	16.10	November 8, 2009	November 7, 2019
	15,000	—	—	15,000	11.33	August 27, 2010	August 26, 2020
Jessica Zhou	36,000	6,000	—	30,000	3.18	March 12, 2009	March 11, 2019
	12,000	—	—	12,000	11.33	August 27, 2010	August 26, 2020
<b>Executive Officers as a Group</b>	<b>765,132</b>	<b>171,811</b>	<b>—</b>	<b>593,321</b>			
<b>Employees:</b>							
Seven employees as a group	520,755	233,265	121,160	166,330	2.12	May 30, 2006	May 29, 2016
One employee	23,300	5,825	17,475	—	4.29	May 30, 2006	May 29, 2016
Twenty-seven employees as a group	102,870	41,623	14,795	46,452	4.29	May 30, 2006	May 29, 2016
One employee	2,330 <sup>(6)</sup>	2,330	—	—	4.29	May 30, 2006	May 29, 2016
Two employees as a group	51,260	47,765	—	3,495	4.29	June 30, 2006	June 29, 2016
One employee	64,075	34,056	—	30,019	4.29	July 17, 2006	July 16, 2016
Hanbing Zhang <sup>(7)</sup>	46,600	—	—	46,600	4.29	July 28, 2006	July 27, 2016
One employee	58,250	14,563	—	43,687	12.00 <sup>(8)</sup>	August 8, 2006	August 7, 2016
Three employees as a group	11,650	5,079	1,747	4,824	12.00 <sup>(8)</sup>	August 31, 2006	August 30, 2016
Two employees as a group	33,300	11,650	21,650	—	12.10	March 1, 2007	February 28, 2017
One employee	6,990	1,748	5,242	—	12.10	March 1, 2007	February 28, 2017
Five employees as a group	52,280	5,413	41,867	5,000	8.21	August 17, 2007	August 16, 2017
Seven employees as a group	27,556	22,724	4,832	—	7.36	September 24, 2007	September 23, 2017

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Name	Common Shares Underlying Options Granted	Common Shares Underlying Options Exercised	Common Shares Underlying Options Forfeited	Common Shares Underlying Options Outstanding	Exercise Price (US\$ per Share)	Date of Grant	Date of Expiration
Thirteen employees as a group	170,145	68,943	49,332	51,870	7.36	September 24, 2007	September 23, 2017
Six employees as a group	36,136	—	5,500	30,636	19.55	February 28, 2008	February 27, 2018
One employee	10,000	—	—	10,000	20.67	March 31, 2008	March 30, 2018
Two employees as a group	18,000	—	18,000	—	20.67	March 31, 2008	March 30, 2018
One employee	30,000	—	—	30,000	46.28	June 26, 2008	June 25, 2018
Four employees as a group	30,000	—	12,500	17,500	27.88	August 7, 2008	August 6, 2018
Seventy-four employees as a group	308,200	39,500	97,050	171,650	3.18	March 12, 2009	March 11, 2019
Hanbing Zhang <sup>(7)</sup>	6,000	—	—	6,000	3.18	March 12, 2009	March 11, 2019
One employee	20,000	2,500	—	17,500	5.26	March 30, 2009	March 29, 2019
Eighteen employees as a group	59,400	750	5,650	53,000	9.37	May 23, 2009	May 22, 2019
One employee	10,000	—	—	10,000	11.58	May 31, 2009	May 30, 2019
Seven employees as a group	30,800	—	8,800	22,000	15.18	August 6, 2009	August 5, 2019
Thirteen employees as a group	42,600	—	2,800	39,800	16.10	November 8, 2009	November 7, 2019
One hundred and twenty-seven employees as a group	420,600	—	79,200	341,400	11.33	August 27, 2010	August 26, 2020
Hanbing Zhang <sup>(7)</sup>	12,000	—	—	12,000	11.33	August 27, 2010	August 26, 2020
One hundred and fifty-three employees as a group	236,000	—	9,500	226,500	15.24	November 14, 2010	November 13, 2020
Five employees as a group	32,900	—	—	32,900	13.99	March 5, 2011	March 4, 2021
<b>Employees as a group</b>	<b>2,473,997</b>	<b>537,734</b>	<b>517,100</b>	<b>1,419,163</b>			
Two individuals as a group	11,650	—	—	11,650	15.00 <sup>(3)</sup>	April 13, 2007	April 12, 2017
<b>Individuals as a group</b>	<b>11,650</b>	<b>—</b>	<b>—</b>	<b>11,650</b>			
<b>Total Options</b>	<b>3,820,079</b>	<b>867,695</b>	<b>558,750</b>	<b>2,393,634</b>			

- (1) Vest in two equal installments, the first upon the date of grant and the second upon the first year anniversary of the grant date so long as the director remains in service.
- (2) All vest immediately upon the date of grant.
- (3) The initial public offering price of the common shares.
- (4) Exercise price equal to the average of the trading prices of the common shares for the 20 trading days preceding the date of grant.
- (5) Vest one year after the grant date.
- (6) Vesting accelerated on termination.
- (7) The wife of Dr. Qu, our founder, chairman, president and chief executive officer.
- (8) 80% of the initial public offering price of the common shares.
- (9) Resigned as Chief Financial Officer in October 2010 and from the Board of Directors in December 31, 2010

We have agreed to grant each of our independent directors, Robert McDermott, Lars-Eric Johansson and Michael G. Potter, options to purchase 23,300 of our common shares immediately after each annual shareholder meeting at an exercise price equal to the average of the trading price of our common shares for the 20 trading days ending on such date. These options vest immediately.

### *Restricted Shares*

The following table summarizes, as of March 31, 2011, the restricted shares granted under the Plan to our executive officers and to other individuals, individually and each as a group. We have not granted any restricted shares to our directors. The restricted shares granted in May 2006 vested over a two-year period beginning in March 2006. The vesting periods for all other restricted shares are indicated in the notes below.

Name	Restricted Shares Granted	Restricted Shares Exercised	Date of Grant	Expiration
<b>Executive Officers</b>				
Gregory Spanoudakis	233,000	—	May 30, 2006	May 29, 2016
Bencheng Li	23,300	23,300	May 30, 2006	May 29, 2016
Xiaohu Wang	18,640	18,640	May 30, 2006	May 29, 2016
<b>Executive Officers as a group</b>	<b>274,940</b>	<b>41,940</b>		
<b>Employees</b>				
Eight individuals as a group	44,270	40,490	May 30, 2006	May 29, 2016
Hanbing Zhang <sup>(3)</sup>	116,500 <sup>(4)</sup>	—	July 28, 2006	July 27, 2016
<b>Employees as a group</b>	<b>160,770</b>	<b>40,490</b>		
<b>Other Individuals</b>				
One individual	11,650	11,650	May 30, 2006	May 29, 2016
One individual	2,330 <sup>(1)</sup>	2,330	May 30, 2006	May 29, 2016
One individual	116,500 <sup>(2)</sup>	116,500	June 30, 2006	June 29, 2016
<b>Other Individuals as a group</b>	<b>130,480</b>	<b>130,480</b>		
<b>Total Restricted Shares</b>	<b>566,190</b>	<b>212,910</b>		

(1) Also vest on accelerated termination.

(2) Vest over a two-year period from the date of grant.

(3) The wife of Dr. Qu, our founder, chairman and chief executive officer.

(4) Vest over a four-year period from the date of grant.

### **C. Board Practices**

In 2010, our board of directors held eight meetings, three of which were combined meetings of the board of directors and the audit committee, and passed three resolutions by unanimous written consent.

#### *Terms of Directors and Executive Officers*

Our officers are appointed by and serve at the discretion of our board of directors. Our current directors have not been elected to serve for a specific term and, unless re-elected, hold office until the close of our next annual meeting of shareholders or until such time as their successors are elected or appointed.

#### *Committees of the Board of Directors*

Our board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee.

##### *Audit Committee*

Our audit committee consists of Messrs. Lars-Eric Johansson, Robert McDermott and Michael G. Potter, and is chaired by Mr. Johansson. Each of Messrs. Johansson and Potter qualify as an “audit committee financial expert” as required by the SEC. Each of Messrs. Johansson, McDermott and Potter satisfies the “independence” requirements of the NASDAQ corporate governance rules and is “financially literate” as required by the NASDAQ rules. The audit committee oversees our accounting and financial reporting

processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- selecting our independent auditors and pre-approving all auditing and non-auditing services permitted to be performed by our independent auditors;
- reviewing with our independent auditors any audit problems or difficulties and management's responses;
- reviewing and approving all proposed related-party transactions, as defined in Item 404 of Regulation S-K under the Securities Act;
- discussing the annual audited financial statements with management and our independent auditors;
- reviewing major issues as to the adequacy of our internal controls and any special audit steps adopted in light of material control deficiencies;
- annually reviewing and reassessing the adequacy of our audit committee charter;
- such other matters that are specifically delegated to our audit committee by our board of directors from time to time;
- meeting separately and periodically with management and our internal and independent auditors; and
- reporting regularly to the full board of directors.

In 2010, our audit committee held 30 meetings, three of which were combined meetings of the board of directors and the audit committee, and passed one resolution by unanimous written consent.

#### *Compensation Committee*

Our compensation committee consists of Messrs. Lars-Eric Johansson, Robert McDermott and Michael G. Potter and is chaired by Mr. McDermott. Each of Messrs. Johansson, McDermott and Potter satisfies the "independence" requirements of the NASDAQ corporate governance rules. Our compensation committee assists the board in reviewing and approving the compensation structure for our directors and executive officers, including all forms of compensation to be provided to our directors and executive officers. Members of the compensation committee are not prohibited from direct involvement in determining their own compensation. Our chief executive officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

- reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer, evaluating the performance of our chief executive officer in light of those goals and objectives, and setting the compensation level of our chief executive officer based on this evaluation;
- reviewing and approving the compensation arrangements for our other executive officers and our directors; and
- overseeing and periodically reviewing the operation of our employee benefits plans, including bonus, incentive compensation, stock option, pension and welfare plans.

In 2010, our compensation committee held six meetings and passed one resolution by unanimous written consent.

#### *Nominating and Corporate Governance Committee*

Our nominating and corporate governance committee consists of Messrs. Lars-Eric Johansson, Robert McDermott and Michael G. Potter and is chaired by Mr. McDermott. Each of Messrs. Johansson, McDermott and Potter satisfies the "independence" requirements of the NASDAQ corporate governance rules, the nominating and corporate governance committee assists the board of directors in identifying individuals



qualified to become our directors and in determining the composition of the board and its committees. The nominating and corporate governance committee is responsible for, among other things:

- identifying and recommending to the board nominees for election or re-election to the board, or for appointment to fill any vacancy;
- reviewing annually with the board the current composition of the board in light of the characteristics of independence, age, skills, experience and availability of service to us;
- identifying and recommending to the board the directors to serve as members of the board's committees;
- advising the board periodically with respect to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and making recommendations to the board on all matters of corporate governance and on any corrective action to be taken; and
- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

In 2010, our nominating and corporate governance committee held four meetings and passed no resolutions by unanimous written consent.

### ***Interested Transactions***

A director of a corporation who is a party to a material contract or transaction or proposed material contract or transaction with the corporation, or is a director or officer of, or has a material interest in, any person who is party to such a contract or transaction, is required to disclose in writing or request to have entered into the minutes of meetings of directors the nature and extent of his or her interest. A director may vote in respect of such contract or transaction only if the contract or transaction is: (i) one relating primarily to remuneration as our director, officer, employee or agent; (ii) one for indemnity or insurance in favor of directors and officers; or (iii) one with an affiliate. In 2010, we did not enter into any interested transactions other than those described in this "Item 6. Directors, Senior Management and Employees" and "Item 7. Major Shareholders and Related Party Transactions — B. Related Party Transactions."

### ***Remuneration and Borrowing***

Our directors may determine the remuneration to be paid to them. The compensation committee will assist the directors in reviewing and approving the compensation structure for our directors. Our directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures or other securities whether outright or as security for any debt obligations of our company or of any third party.

### ***Qualification***

There is no shareholding qualification for directors.

### ***Employment Agreements***

We have entered into employment agreements with each of our executive officers.

All of our executive employment agreements are for an indefinite term. Under the employment agreements, we may terminate an executive officer's employment at any time for cause without notice and for any other reason by giving written notice of termination to the executive officer. An executive officer may terminate his employment at any time by giving 60 days' notice of termination to us. If we terminate an executive officer's employment for any reason other than cause, or the executive officer terminates his employment for good reason, the executive officer is entitled to continue to receive his salary for a period of

six months following the termination of his employment provided that he continues to comply with his confidentiality, inventions and non-competition obligations described below.

Each executive officer has agreed not to disclose or use, directly or indirectly, any of our confidential information, including trade secrets and information concerning our finances, employees, technology, processes, facilities, products, suppliers, customers and markets, except in the performance of his duties and responsibilities or as required pursuant to applicable law. Each executive officer has also agreed to disclose in confidence to us all inventions, designs and trade secrets which he may conceive, develop or reduce to practice during his employment and to assign all right, title and interest in them to us. Finally, each executive officer has agreed that he will not, directly or indirectly, during and within one year after the termination of his employment:

- communicate or have any dealings with our customers or suppliers that would be likely to harm the our business relationship with them;
- provide services, whether as a director, officer, employee, independent contractor or otherwise, to a competitor or acquire or hold any interest in, whether as a shareholder, partner or otherwise, in a competitor provided that the executive officer may hold up to 5% of the outstanding shares or other securities of a competitor that is listed on a securities exchange or recognized securities market; and
- approach solicit, whether by offer of employment or otherwise, the services of any of our employees.

Our compensation committee is required to approve all employment agreements entered into by us with any officer whose cash compensation (salary and bonus) is equal to or greater than \$150,000.

#### ***Director Agreements***

We have entered into director agreements with our independent directors, pursuant to which we make payments in the form of an annual retainer and meeting fees and option grants to our independent directors for their services. See “Item 6. Directors, Senior Management and Employees — B. Compensation of Directors and Executive Officers.”

#### ***Indemnification of Directors and Officers***

Under the CBCA, we may indemnify a present or former director or officer or a person who acts or has acted at our request as a director or officer or an individual acting in a similar capacity, of another corporation or entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity, provided that the director or officer acted honestly and in good faith with a view to the best interests of the corporation or other entity and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful. Such indemnification may be made in connection with a derivative action only with court approval. A director or officer is entitled to indemnification from us as a matter of right if the court or other competent authority has judged that he or she has not committed any fault or omitted to do anything that the individual ought to have done and fulfilled the conditions set forth above.

We have entered into indemnity agreements with each of our directors agreeing to indemnify them, to the fullest extent permitted by law, against all liability, loss, harm damage cost or expense, reasonably incurred by the director in respect of any threatened, pending, ongoing or completed claim or civil, criminal, administrative, investigative or other action or proceeding made or commenced against him or in which he is or was involved by reason of the fact that he is or was a director of the Company.

Our directors and officers are covered by directors and officers’ insurance policies.

**D. Employees**

As of December 31, 2008, 2009 and 2010, we had 3,058, 7,106 and 8,733 full-time employees, respectively. The following table sets forth the number of our employees categorized by our areas of operations and as a percentage of our workforce as of December 31, 2010.

	As of December 31, 2010	
	Number of Employees	Percentage of Total
Manufacturing	8,048	92%
General and administrative	487	5%
Research and development	135	2%
Sales and marketing	63	1%
Total	8,733	100%

As of December 31, 2010, we had 3,654 employees at our facilities in Suzhou, 3,691 employees at our facilities in Changshu, 1,388 employees at our facilities in Luoyang, and 92 employees based in our Canada, South Korea, Japan, U.S. and European Union offices (which include Germany, Italy and France). Our employees are not covered by any collective bargaining agreement. We consider our relations with our employees to be good. From time to time, we also employ part-time employees and independent contractors to support our manufacturing, research and development and sales and marketing activities. We plan to hire additional employees as we expand.

**E. Share Ownership**

The following table sets forth information with respect to the beneficial ownership of our common shares as of March 31, 2011, the latest practicable date, by:

- each of our directors and executive officers; and
- each person known to us to own beneficially more than 5% of our common shares.

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The calculations in the table below are based on the 43,530,915 common shares outstanding, as of March 31, 2011.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included shares that the person has the right to acquire within 60 days, including through the exercise of any option, warrant or other right or the conversion of any other security. These shares, however, are not included in the computation of the percentage ownership of any other person.

	<b>Shares Beneficially Owned<sup>(1)</sup></b>	
		<b>%</b>
<b>Directors and Executive Officers:<sup>(2)</sup></b>		
Shawn (Xiaohua) Qu <sup>(3)</sup>	13,040,000	30.0%
Robert McDermott <sup>(4)</sup>	116,500	*
Lars-Eric Johansson <sup>(5)</sup>	114,800	*
Michael G. Potter <sup>(6)</sup>	93,200	*
Weiwen Chen	—	*
Yan Zhuang <sup>(7)</sup>	43,300	*
Gregory Spanoudakis <sup>(8)</sup>	359,500	*
Bencheng Li <sup>(9)</sup>	22,019	*
Charlotte Xi Klein <sup>(10)</sup>	24,650	*
Xiaohu Wang <sup>(11)</sup>	50,852	*
Jessica Zhou <sup>(12)</sup>	12,000	*
Arthur Chien <sup>(13)</sup>	42,675	*
All Directors and Executive Officers as a Group	13,919,496	31.8%
<b>Principal Shareholders</b>		
Columbia Wanger Asset Management, LLC <sup>(14)</sup>	3,683,600	8.5%
SAM Sustainable Asset Management AG <sup>(15)</sup>	3,573,200	8.2%

\* The person beneficially owns less than 1% of our outstanding shares.

- (1) Beneficial ownership is determined in accordance with Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, and includes voting or investment power with respect to the securities.
- (2) The business address of our directors and executive officers is 199 Lushan Road, Suzhou New District, Suzhou, Jiangsu 215129, People's Republic of China. Unless otherwise stated below, all shares beneficially owned by directors and officers represent
- (3) Includes 10,000 common shares issuable upon exercise of options held by Mr. Qu.
- (4) Includes 116,500 common shares issuable upon exercise of options held by Mr. McDermott.
- (5) Includes 114,800 common shares issuable upon exercise of options held by Mr. Johansson.
- (6) Includes 93,200 common shares issuable upon exercise of options held by Mr. Potter.
- (7) Includes 43,300 common shares issuable upon exercise of options held by Mr. Zhuang.
- (8) Includes 126,500 common shares issuable upon exercise of options held by Mr. Spanoudakis.
- (9) Includes 22,019 common shares issuable upon exercise of options held by Mr. Li.
- (10) Includes 24,650 common shares issuable upon exercise of options held by Ms. Xi Klein.
- (11) Includes 50,852 common shares issuable upon exercise of options held by Mr. Wang.
- (12) Includes 12,000 common shares issuable upon exercise of options held by Ms. Zhou.
- (13) Resigned as Chief Financial Officer in October 2010 and from the board of directors in December 2010.
- (14) Represents 3,683,600 common shares of our Company held by Columbia Wanger Asset Management, LLC, as reported on Schedule 13G filed by Columbia Wanger Asset Management, LLC on February 10, 2011. The percentage of beneficial ownership was calculated based on the total number of our common

shares as of March 31, 2011. The principal business address of Columbia Wanger Asset Management, LLC is 227 West Monroe Street, Suite 3000, Chicago, IL 60606.

- (15) Represents 3,573,200 common shares of our Company held by SAM Sustainable Asset Management AG, as reported on Schedule 13G filed by SAM Sustainable Asset Management AG on February 14, 2011. The percentage of beneficial ownership was calculated based on the total number of our common shares as of March 31, 2011. The principal business address of SAM Sustainable Asset Management AG is Josefstrasse 218, 8005 Zurich, Switzerland.

None of our shareholders have different voting rights from other shareholders as of the date of this annual report on Form 20-F. We are currently not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

## **ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**

### **A. Major Shareholders**

Please refer to “Item 6. Directors, Senior Management and Employees — E. Share Ownership.”

### **B. Related Party Transactions**

#### *Guarantees and Share Pledges*

Dr. Qu fully guaranteed a one-year RMB250 million loan facility from the Bank of Communications in the years 2009 and 2010. Amounts drawn down from the facility as at 31 December 2009 and 2010 were \$37,012,750 and \$37,748,954 respectively.

#### *Employment Agreements*

See “Item 6. Directors, Senior Management and Employees — C. Board Practices — Employment Agreements.”

#### *Share Incentive Plan*

See “Item 6. Directors, Senior Management and Employees — B. Compensation of Directors and Executive Officers — Share-based Compensation — Share Incentive Plan.”

### **C. Interests of Experts and Counsel**

Not applicable.

## **ITEM 8. FINANCIAL INFORMATION**

### **A. Consolidated Statements and Other Financial Information**

We have appended audited consolidated financial statements filed as part of this annual report.

#### *Legal and Administrative Proceedings*

##### *Class Action Lawsuits*

On June 1, 2010, we announced that we would postpone the release of our financial results for the first quarter ended March 31, 2010 and our quarterly earnings call pending the outcome of an investigation by the Audit Committee of our Board of Directors that had been launched after we received a subpoena from the SEC requesting documents relating to, among other things, certain sales transactions in 2009. Thereafter six class action lawsuits were filed in the United States District Court for the Southern District of New York, or

the New York cases, and another class action lawsuit was filed in the United States District Court for the Northern District of California, or the California case. The New York cases were consolidated into a single action in December 2010. On January 5, 2011, the California case was dismissed by the plaintiff, who became a member of the lead plaintiff group in the New York action. On March 11, 2011, a consolidated amended complaint was filed with respect to the New York action. The consolidated amended complaint alleges generally that our financial disclosures during 2009 and early 2010 were false or misleading; asserts claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder; and names us, our chief executive officer and our former chief financial officer as defendants. We filed our motion to dismiss in May 2011.

In addition, a similar class action lawsuit was filed against us and certain of our executive officers in the Ontario Superior Court of Justice on August 10, 2010. The lawsuit alleges generally that our financial disclosures during 2009 and/or 2010 were false or misleading and brings claims under the shareholders' relief provisions of the Canada Business Corporations Act, Part XXIII.1 of the Ontario Securities Act as well as claims based on negligent misrepresentation. In December 2010, we filed a motion to dismiss the Ontario action on the basis that the Ontario Court has no jurisdiction over the claims and potential claims advanced by the plaintiff. The motion was argued in the Ontario Court on May 10 and 11, 2011, and the court scheduled additional hearing in June 2011 on this.

We believe the claims, both in the United States and in Canada, are without merit and intend to defend against the lawsuits vigorously.

#### *Shunda*

On November 12, 2009, Jiangsu Shunda Semiconductor Development Co., Ltd., or Shunda, a former supplier of silicon wafers to us, filed a lawsuit in the Intermediate People's Court of Yangzhou against CSI Cells, our wholly owned subsidiary. Shunda claimed damages of RMB40.0 million (approximately \$5.9 million based on the exchange rate in effect on July 31, 2010 of RMB6.775 per \$1.00), alleging that CSI Cells failed to perform its purchase obligations under a silicon wafer supply agreement that CSI Cells and Shunda entered into in July 2008.

On January 18, 2010, Shunda filed a lawsuit in the People's Court of Gaoyou Jiangsu Province alleging that CSI Cells failed to perform its obligations under a silicon wafer supply agreement that CSI Cells and Shunda entered into in February 2008. Shunda asked the court to compel CSI Cells to take delivery of certain shipments of solar wafers and to pay storage costs of RMB60,000. CSI Cells had made an advance payment of RMB3.36 million under that agreement.

On February 20, 2010, CSI Cells filed a request for arbitration against Shunda with the Shanghai Branch of the China Economic & Trade Arbitration Commission. In its arbitration request, CSI Cells moved to rescind a long-term silicon wafer supply agreement entered into between CSI Cells and Shunda in December 2007 and requested that Shunda refund a RMB11.52 million (approximately \$1.7 million based on the exchange rate in effect on July 31, 2010) advance payment that it had made under that agreement.

On July 12, 2010, CSI Cells and Shunda entered into an agreement to settle all of the matters described above. Pursuant to the settlement agreement, (i) CSI cells paid Shunda RMB20.0 million (approximately \$3.0 million based on the exchange rate in effect on July 31, 2010) under the July 2008 silicon wafer supply agreement, (ii) Shunda refunded to CSI Cells RMB2.86 million (approximately \$0.4 million based on the exchange rate in effect on July 31, 2010) of the advance payment CSI Cells made under the February 2008 supply agreement and (iii) Shunda refunded to CSI Cells the RMB11.52 million advance payment made under the December 2007 supply agreement.

#### *Systaic*

On February 3, 2010, we filed a lawsuit in the District Court of Cologne, Germany against our former customer Systaic. We sought damages of approximately €4.8 million, plus interest, because of Systaic's failure to pay the purchase price for two shipments of solar modules that Systaic ordered in March and June 2009.

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On September 14, 2010, the court ordered Systaic to pay us the full amount plus interest. On October 15, 2010, Systaic filed an appeal with respect to the claims related to the goods ordered in March 2009 and a contractual penalty resulting from the failed payment. The amount subject to appeal is €1.6 million plus interest. The court's judgment awarding us €3.2 million plus interest is final and binding. We believe that such appeal has no merit. We filed our reply to Systaic's appeal in February 2011. On December 14, 2010, preliminary insolvency proceedings were opened against Systaic. As a result of the insolvency proceedings, we cannot predict whether we will be able to enforce the judgment or whether our credit insurance coverage will pay our damages if we cannot enforce the judgment.

### *LDK*

In July 2010, CSI Cells filed a request for arbitration against LDK with the Shanghai Branch of the China Economic & Trade Arbitration Commission. In its arbitration request, CSI Cells asked that LDK refund (1) an advance payment of RMB10.0 million (approximately \$1.5 million based on the exchange rate in effect on April 15, 2011) that it had made to LDK pursuant to a three-year wafer supply agreement between CSI Cells and LDK entered into in October 2007 and (2) two advance payments totaling RMB50.0 million (approximately \$7.66 million based on the exchange rate in effect on April 15, 2011) that CSI Cells had made to LDK pursuant to two ten-year supply agreements between CSI Cells and LDK entered into in June 2008. The first hearing was held in October 2010, during which CSI Cells and LDK exchanged and reviewed the evidence. After the first hearing, LDK counterclaimed against CSI Cells, seeking (1) forfeiture of the three advance payments totaling RMB60.0 million (approximately \$9.2 million based on the exchange rate in effect on April 15, 2011) that CSI Cells had made to LDK pursuant to the October 2007 and June 2008 agreements; (2) compensation of approximately RMB377 million (approximately \$57.8 million based on the exchange rate in effect on April 15, 2011) for the loss due to the alleged breach of the June 2008 agreements by CSI Cells; (3) a penalty of approximately RMB15.2 million (approximately \$2.3 million based on the exchange rate in effect on April 15, 2011) due to the alleged breach of the June 2008 agreements by CSI Cells; and (4) arbitration expenses up to RMB4.7 million (approximately \$719,743 based on the exchange rate in effect on April 15, 2011). The second hearing was held on March 9, 2011, during which the parties presented arguments to the arbitration commission. The arbitration commission will host settlement discussions between the parties in late May 2011.

### *Premier Power Group*

In September 2010, we filed a payment injunction request in the District Court of Campobasso, Italy, against our former customer Premier Power Italy S.p.A., or PPI, for outstanding receivables relating to our products sold to PPI totaling approximately €7.2 million (approximately \$9.6 million based on the exchange rate in effect on December 31, 2010), plus legal costs and interest.

In October 2010, we filed a parallel action seeking seizure of certain assets in the District Court of Campobasso, Italy, against Global Green Energy s.a.r.l., or GGE, as guarantor to PPI's payment obligation to us pursuant to a letter of guarantee issued by GGE in our favor in May 2010.

In December 2010, PPI and GGE settled the outstanding payment with us through a settlement agreement among PPI, GGE and Premier Power Renewable Energy Inc., the parent entity of PPI. Pursuant to the settlement agreement, GGE paid us an amount of approximately €7.6 million (approximately \$10.2 million based on the exchange rate in effect on December 31, 2010) in exchange of PPI's payment obligations to us.

### *Dividend Policy*

We have never declared or paid any dividends, nor do we have any present plan to declare or pay any dividends on our common shares in the foreseeable future. We currently intend to retain our available funds and any future earnings to operate and expand our business.

Our board of directors has complete discretion on whether to pay dividends. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations,

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earnings, capital requirements, surplus, general financial condition, contractual restrictions, and other factors that the board of directors may deem relevant.

**B. Significant Changes**

Between January 1, 2011 and March 31, 2011, an additional 32,900 options and nil restricted shares granted under the Plan vested.

Except as described above, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.



**ITEM 9. THE OFFER AND LISTING****A. Offering and Listing Details**

Our common shares have been listed on the Nasdaq Global Market under the symbol “CSIQ” since November 9, 2006. The following table sets forth the high and low trading prices for our common shares on the NASDAQ for the periods indicated.

	Trading Price	
	High US\$	Low US\$
<b>Annual Highs and Lows</b>		
2006 (from November 9, 2006)	16.73	9.43
2007	31.44	6.50
2008	51.80	3.11
2009	30.51	3.00
2010	33.68	8.99
<b>Quarterly Highs and Lows</b>		
First Quarter 2009	7.49	3.00
Second Quarter 2009	16.45	5.44
Third Quarter 2009	19.91	9.21
Fourth Quarter 2009	30.51	13.66
First Quarter 2010	33.68	18.41
Second Quarter 2010	26.26	8.99
Third Quarter 2010	16.35	9.28
Fourth Quarter 2010	17.63	12.11
First Quarter 2011	16.79	10.20
<b>Monthly Highs and Lows</b>		
<b>2010</b>		
November	16.75	13.00
December	14.20	12.11
<b>2011</b>		
January	15.28	12.46
February	16.79	13.51
March	14.79	10.20
April	11.47	9.37
May (through May 16)	10.77	9.32

**B. Plan of Distribution**

Not applicable.

**C. Markets**

Our common shares have been listed on the Nasdaq Global Market since November 9, 2006 under the symbol “CSIQ.”

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**ITEM 10. *ADDITIONAL INFORMATION***

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

We incorporate by reference into this annual report the description of our Amended Articles of Continuance, as amended, contained in our F-1 registration statement (File No. 333-138144), as amended, initially filed with the Commission on October 23, 2006.

**C. Material Contracts**

We have not entered into any material contracts other than in the ordinary course of business and other than those described in “Item 4. Information on the Company” or elsewhere in this annual report on Form 20-F.

**D. Exchange Controls**

See “Item 4. Information on the Company — B. Business Overview — Government Regulation — Foreign Currency Exchange” and “Item 4. Information on the Company — B. Business Overview — Government Regulation — Dividend Distribution.”

**E. Taxation**

***Material Canadian Federal Tax Considerations***

*General*

The following summary is of the material Canadian federal tax implications applicable to a holder (a “U.S. Holder”) who holds our common shares (the “Common Shares”) and who, at all relevant times, for purposes of the Income Tax Act (Canada) (the “Canadian Tax Act”) (i) has not been, is not and will not be resident (or deemed resident) in Canada at any time while such U.S. Holder has held or holds the Common Shares; (ii) holds the Common Shares as capital property and as beneficial owner; (iii) deals at arm’s length with and is not affiliated with us; (iv) does not use or hold, and is not deemed to use or hold, the Common Shares in the course of carrying on a business in Canada; (v) did not acquire the Common Shares in respect of, in the course of or by virtue of employment with our company; (vi) is not a financial institution, specified financial institution, partnership or trust as defined in the Canadian Tax Act; (vii) is a resident of the United States for purposes of the Canada-United States Income Tax Convention (1980), as amended (the “Convention”) who is fully entitled to the benefits of the Convention; and (viii) has not, does not and will not have a fixed base or permanent establishment in Canada within the meaning of the Convention at any time while such U.S. Holder has held or holds the Common Shares. Special rules, which are not addressed in this summary, may apply to a U.S. Holder that is a “registered non-resident insurer” or “authorized foreign bank”, as defined in the Canadian Tax Act, carrying on business in Canada and elsewhere.

Under the Canadian Tax Act, the Common Shares will not constitute “taxable Canadian property” to a U.S. Holder at the time of a disposition provided that (i) the Common Shares did not derive within the previous 60 months more than 50% of their value principally from Canadian real or immovable property (including options or interests therein); and, where the Common Shares are also listed on a designated stock exchange for purposes of the Canadian Tax Act (which currently includes Nasdaq), at no time during the previous 60 month period immediately preceding the disposition of the Common Shares did the U.S. Holder, persons with whom the U.S. Holder did not deal at arm’s length, or the U.S. Holder together with such persons, own 25% or more of the issued shares of any class or series of our capital stock; and (ii) the

Common Shares are not otherwise deemed under the Canadian Tax Act to be taxable Canadian property. If the Common Shares are taxable Canadian property and are not listed on Nasdaq or another designated stock exchange at the time of a disposition, pre-clearance and post-closing notification procedures as set out in the Canadian Tax Act will apply.

**TAX MATTERS ARE VERY COMPLICATED AND THE CANADIAN FEDERAL TAX CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF COMMON SHARES WILL DEPEND ON THE SHAREHOLDER'S PARTICULAR SITUATION. THIS SUMMARY IS NOT INTENDED TO BE A COMPLETE ANALYSIS OF OR DESCRIPTION OF ALL POTENTIAL CANADIAN FEDERAL TAX CONSEQUENCES, AND SHOULD NOT BE CONSTRUED TO BE, LEGAL, BUSINESS OR TAX ADVICE DIRECTED AT ANY PARTICULAR HOLDER OR PROSPECTIVE PURCHASER OF COMMON SHARES. ACCORDINGLY, HOLDERS OR PROSPECTIVE PURCHASERS OF COMMON SHARES SHOULD CONSULT THEIR OWN TAX ADVISORS FOR ADVICE WITH RESPECT TO THE CANADIAN FEDERAL TAX CONSEQUENCES OF AN INVESTMENT IN COMMON SHARES BASED ON THEIR PARTICULAR CIRCUMSTANCES.**

#### *Dividends*

Amounts paid or credited, or deemed under the Canadian Tax Act to be paid or credited, on account or in lieu of payment of, or in satisfaction of, dividends to a U.S. Holder will be subject to Canadian non-resident withholding tax at the reduced rate of 15% under the Convention. This rate is further reduced to 5% in the case of a U.S. Holder that is a company for purposes of the Convention that owns at least 10% of our voting shares at the time the dividend is paid or deemed to be paid. Under the Convention, dividends paid or credited to certain religious, scientific, literary, educational or charitable organizations and certain pension organizations that are resident in the United States and that have complied with certain administrative procedures may be exempt from Canadian withholding tax.

#### *Disposition of Our Common Shares*

A U.S. Holder will not be subject to tax under the Canadian Tax Act in respect of any capital gain realized on the disposition or deemed disposition of the Common Shares unless, at the time of disposition, the Common Shares constitute "taxable Canadian property" of the U.S. Holder for the purposes of the Canadian Tax Act and the U.S. Holder is not otherwise entitled to an exemption under the Convention.

Under the Canadian Tax Act currently in force, the Common Shares will not constitute "taxable Canadian property" to a U.S. Holder provided that (i) the Common Shares are, at the time of disposition, listed on a designated stock exchange for purposes of the Canadian Tax Act (which currently includes Nasdaq); (ii) at no time during the 60-month period immediately preceding the disposition of the Common Shares did the U.S. Holder, persons with whom the U.S. Holder did not deal at arm's length, or the U.S. Holder together with such persons, own 25% or more of the issued shares of any class or series of our capital stock; and (iii) the Common Shares are not otherwise deemed under the Canadian Tax Act to be taxable Canadian property. Provided the Common Shares are listed on NASDAQ or another designated stock exchange at the time of a disposition thereof, the pre-clearance provisions of the Canadian Tax Act will not apply to the disposition. If the Common Shares are not so held at the time of disposition, pre-clearance and post-closing notification procedures as set out in the Canadian Tax Act will apply.

It is proposed to amend the Canadian Tax Act effective March 5, 2010 to narrow the definition of taxable Canadian property. If this amendment is enacted as proposed, a U.S. Holder will be exempt from tax and from pre-clearance and post-closing notification procedures under the Canadian Tax Act unless the Common Shares derive their value principally from Canadian real or immoveable property within the previous 60 months.

Pursuant to the Convention, even if the Common Shares constitute "taxable Canadian property" of a particular U.S. Holder, any capital gain realized on the disposition of the Common Shares by the U.S. Holder generally will be exempt from tax under the Canadian Tax Act, unless, at the time of disposition, the Common Shares derive their value principally from real property situated in Canada within the meaning of the Convention.

### ***United States Federal Income Taxation***

The following discussion describes certain U.S. federal income tax consequences to U.S. Holders (as defined below) under present law of an investment in our common shares. This discussion applies only to U.S. Holders that hold our common shares as capital assets (generally, property held for investment) and that have the U.S. dollar as their functional currency. This discussion is based on the tax laws of the United States as of the date of this annual report and on U.S. Treasury regulations in effect or, in some cases, proposed, as of the date of this annual report, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which change could apply retroactively and could affect the tax consequences described below.

The following discussion neither deals with the tax consequences to any particular investor nor describes all of the tax consequences applicable to persons in special tax situations such as:

- banks;
- certain financial institutions;
- insurance companies;
- regulated investment companies;
- real estate investment trusts;
- broker dealers;
- traders that elect to mark to market;
- U.S. expatriates;
- tax-exempt entities;
- persons liable for alternative minimum tax;
- persons holding a common share as part of a straddle, hedging, conversion or integrated transaction;
- persons that actually or constructively own 10% or more of the total combined voting power of all classes of our voting stock;
- persons who acquired common shares pursuant to the exercise of any employee share option or otherwise as compensation; or
- partnerships or other pass-through entities, or persons holding common shares through such entities.

**INVESTORS ARE URGED TO CONSULT THEIR TAX ADVISORS ABOUT THE APPLICATION OF THE U.S. FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL, NON-U.S. AND OTHER TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF COMMON SHARES.**

The discussion below of the U.S. federal income tax consequences to “U.S. Holders” will apply to you if you are the beneficial owner of common shares and you are, for U.S. federal income tax purposes,

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States, any State thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If you are a partner in partnership or other entity taxable as a partnership that holds common shares, your tax treatment will depend on your status and the activities of the partnership. If you are a partner in such a partnership, you should consult your tax advisor.

#### *Taxation of Dividends and Other Distributions on the Common Shares*

Subject to the PFIC rules discussed below, the gross amount of any distributions we make to you with respect to the common shares generally will be includible in your gross income as dividend income on the date of receipt by you, but only to the extent the distribution is paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Any such dividends will not be eligible for the dividends received deduction allowed to corporations in respect of dividends received from other U.S. corporations. To the extent the amount of the distribution exceeds our current and accumulated earnings and profits (as determined under U.S. federal income tax principles), such excess amount will be treated first as a tax-free return of your tax basis in your common shares, and then, to the extent such excess amount exceeds your tax basis in your common shares, capital gain. We currently do not, and we do not intend to, calculate our earnings and profits under U.S. federal income tax principles. Therefore, a U.S. Holder should expect that a distribution will generally be reported as a dividend even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above.

With respect to certain non-corporate U.S. Holders, including individual U.S. Holders, for taxable years beginning before January 1, 2013, any dividends may be taxed at the lower capital gains rate applicable to “qualified dividend income,” provided (1) either (a) the common shares are readily tradable on an established securities market in the United States or (b) we are eligible for the benefits of a qualifying income tax treaty with the United States that includes an exchange of information program, (2) we are neither a PFIC nor treated as such with respect to you (as discussed below) for the taxable year in which the dividend was paid and the preceding taxable year, and (3) certain holding period requirements are met. Under U.S. Internal Revenue Service authority, common shares will be considered for purposes of clause (1) above to be readily tradable on an established securities market in the United States if they are listed on the Nasdaq Global Market, as are our common shares. You should consult your tax advisors regarding the availability of the lower capital gains rate applicable to qualified dividend income for any dividends paid with respect to our common shares.

Any dividends will constitute foreign source income for foreign tax credit limitation purposes. If the dividends are taxed as qualified dividend income (as discussed above), the amount of the dividend taken into account for purposes of calculating the foreign tax credit limitation will in general be limited to the gross amount of the dividend, multiplied by the reduced tax rate applicable to qualified dividend income and divided by the highest tax rate normally applicable to dividends. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by us with respect to the common shares will generally constitute “passive category income” but could, in the case of certain U.S. Holders, constitute “general category income.”

If Canadian or PRC withholding taxes apply to any dividends paid to you with respect to our common shares, the amount of the dividend would include withheld Canadian and PRC taxes and, subject to certain conditions and limitations, such Canadian and PRC withholdings taxes generally will be treated as foreign taxes eligible for credit against your U.S. federal income tax liability. The rules relating to the determination of the foreign tax credit are complex, and you should consult your tax advisors regarding the availability of a foreign tax credit in your particular circumstances, including the effects of any applicable income tax treaties.

#### *Taxation of Disposition of Common Shares*

Subject to the PFIC rules discussed below, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition of a common share equal to the difference between the amount realized for the common share and your tax basis in the common share. The gain or loss generally will be capital gain or loss. If you are a non-corporate U.S. Holder, including an individual U.S. Holder, that has held the common shares for more than one year, you may be eligible for reduced tax rates. The deductibility of capital losses is subject to limitations. Any gain or loss you recognize on a disposition of common shares will generally be treated as

U.S. source income or loss for foreign tax credit limitation purposes. However, if we are treated as a “resident enterprise” for PRC tax purposes, we may be eligible for the benefits of the income tax treaty between the United States and the PRC. In such event, if PRC tax were to be imposed on any gain from the disposition of the common shares, a U.S. Holder that is eligible for the benefits of the income tax treaty between the United States and the PRC may elect to treat the gain as PRC source income for foreign tax credit purposes. You should consult your tax advisors regarding the proper treatment of gain or loss in your particular circumstances, including the effects of any applicable income tax treaties.

*Passive Foreign Investment Company*

Based on the market price of our common shares, the value of our assets, and the composition of our income and assets, we do not believe we were a PFIC for U.S. federal income tax purposes for our taxable year ended December 31, 2010. However, the application of the PFIC rules is subject to uncertainty in several respects, and we cannot assure you that the U.S. Internal Revenue Service will not take a contrary position. A non-U.S. corporation will be a PFIC for U.S. federal income tax purposes for any taxable year if either:

- at least 75% of its gross income for such year is passive income; or
- at least 50% of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income.

For this purpose, we will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the stock.

A separate determination must be made after the close of each taxable year as to whether we were a PFIC for that year. Because the value of our assets for purposes of the PFIC test will generally be determined by reference to the market price of our common shares, fluctuations in the market price of the common shares may cause us to become a PFIC. In addition, changes in the composition of our income or assets may cause us to become a PFIC.

If we are a PFIC for any taxable year during which you hold common shares, we generally will continue to be treated as a PFIC with respect to you for all succeeding years during which you hold common shares, unless we cease to be a PFIC and you make a “deemed sale” election with respect to the common shares. If such election is made, you will be deemed to have sold common shares you hold at their fair market value on the last day of the last taxable year in which we qualified as a PFIC, and any gain from such deemed sale would be subject to the consequences described in the following two paragraphs. After the deemed sale election, your common shares with respect to which the deemed sale election was made will not be treated as shares in a PFIC unless we subsequently become a PFIC.

For each taxable year we are treated as a PFIC with respect to you, you will be subject to special tax rules with respect to any “excess distribution” you receive and any gain you recognize from a sale or other disposition (including a pledge) of the common shares, unless you make a “mark-to-market” election as discussed below. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for the common shares will be treated as an excess distribution. Under these special tax rules:

- the excess distribution or recognized gain will be allocated ratably over your holding period for the common shares;
- the amount allocated to the current taxable year, and any taxable years in your holding period prior to the first taxable year in which we were a PFIC, will be treated as ordinary income; and
- the amount allocated to each other taxable year will be subject to the highest tax rate in effect for individuals or corporations, as applicable, for each such year and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

The tax liability for amounts allocated to taxable years prior to the year of disposition or excess distribution cannot be offset by any net operating losses for such years, and gains (but not losses) realized on the sale or other disposition of the common shares cannot be treated as capital, even if you hold the common shares as capital assets.

If we are treated as a PFIC with respect to you for any taxable year, to the extent any of our subsidiaries are also PFICs or we make direct or indirect equity investments in other entities that are PFICs, you may be deemed to own shares in such lower-tier PFICs that are directly or indirectly owned by us in that proportion which the value of the common shares you own bears to the value of all of our common shares, and you may be subject to the adverse tax consequences described in the preceding two paragraphs with respect to the shares of such lower-tier PFICs that you would be deemed to own. You should consult your tax advisors regarding the application of the PFIC rules to any of our subsidiaries.

A U.S. Holder of “marketable stock” (as defined below) in a PFIC may make a mark-to-market election for such stock to elect out of the PFIC rules described above regarding excess distributions and recognized gains. If you make a mark-to-market election for the common shares, you will include in income for each year we are a PFIC an amount equal to the excess, if any, of the fair market value of the common shares as of the close of your taxable year over your adjusted basis in such common shares. You will be allowed a deduction for the excess, if any, of the adjusted basis of the common shares over their fair market value as of the close of the taxable year. However, deductions will be allowable only to the extent of any net mark-to-market gains on the common shares included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the common shares will be treated as ordinary income. Ordinary loss treatment will also apply to the deductible portion of any mark-to-market loss on the common shares, as well as to any loss realized on the actual sale or other disposition of the common shares, to the extent the amount of such loss does not exceed the net mark-to-market gains previously included for such common shares. Your basis in the common shares will be adjusted to reflect any such income or loss amounts. If you make a mark-to-market election, any distributions we make would generally be subject to the rules discussed above under “— Taxation of Dividends and Other Distributions on the Common Shares,” except the lower rate applicable to qualified dividend income would not apply.

The mark-to-market election is available only for “marketable stock,” which is stock that is regularly traded on a qualified exchange or other market, as defined in applicable U.S. Treasury regulations. Our common shares are listed on the Nasdaq Global Market, which is a qualified exchange or other market for these purposes. Consequently, if the common shares continue to be listed on the Nasdaq Global Market and are regularly traded, and you are a holder of common shares, we expect the mark-to-market election would be available to you if we were to become a PFIC. Because a mark-to-market election cannot be made for equity interests in any lower-tier PFICs that we own, a U.S. Holder may continue to be subject to the PFIC rules with respect to its indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes. You should consult your tax advisors as to the availability and desirability of a mark-to-market election, as well as the impact of such election on interests in any lower-tier PFICs.

Alternatively, if a non-U.S. corporation is a PFIC, a holder of shares in that corporation may avoid taxation under the PFIC rules described above regarding excess distributions and recognized gains by making a “qualified electing fund” election to include in income its share of the corporation’s income on a current basis. However, you may make a qualified electing fund election with respect to your common shares only if we agree to furnish you annually with certain tax information, and we currently do not intend to prepare or provide such information.

Unless otherwise provided by the U.S. Treasury, each U.S. Holder of a PFIC is required to file an annual report containing such information as the U.S. Treasury may require. If we are or become a PFIC, you should consult your tax advisor regarding any reporting requirements that may apply to you.

**You are strongly urged to consult your tax advisor regarding the application of the PFIC rules to your investment in common shares.**

*Information Reporting and Backup Withholding*

Any dividend payments with respect to common shares and proceeds from the sale, exchange or redemption of common shares may be subject to information reporting to the U.S. Internal Revenue Service and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder that furnishes a correct taxpayer identification number and makes any other required certification or that is otherwise exempt from backup withholding. U.S. Holders that are required to establish their exempt status generally must provide such certification on U.S. Internal Revenue Service Form W-9. U.S. Holders should consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the U.S. Internal Revenue Service and furnishing any required information in a timely manner.

*Additional Reporting Requirements*

Certain U.S. Holders who are individuals are required to report information relating to an interest in our common shares, subject to certain exceptions (including an exception for common shares held in accounts maintained by certain financial institutions). U.S. Holders should consult their tax advisors regarding the effect, if any, of these rules on their ownership and disposition of the common shares.

**F. Dividends and Paying Agents**

Not applicable.

**G. Statement by Experts**

Not applicable.

**H. Documents on Display**

We have previously filed with the Commission our registration statement on Form F-1, initially filed on October 23, 2006 (Registration Number 333-138144).

We are subject to the periodic reporting and other informational requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F no later than six months after the close of each fiscal year, which is December 31. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the Securities and Exchange Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the Commission at 1-800-SEC-0330. The SEC also maintains a web site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

Our financial statements have been prepared in accordance with U.S. GAAP.

We will furnish our shareholders with annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP.



## **I. Subsidiary Information**

For a listing of our subsidiaries, see “Item 4. Information on the Company — C. Organizational Structure.”

### **ITEM 11. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

#### ***Foreign Exchange Risk***

A substantial portion of our sales is currently denominated in Euros, with the remainder in Renminbi and U.S. dollars, while a substantial portion of our costs and expenses is denominated in U.S. dollars and Renminbi. Therefore, fluctuations in currency exchange rates could have a significant impact on our financial stability. Fluctuations in exchange rates, particularly between the U.S. dollar, Renminbi and the Euro, affect our gross and net profit margins and could result in foreign exchange and operating losses. Our exposure to foreign exchange risk primarily relates to currency gains or losses resulting from timing differences between signing of sales contracts and settling of these contracts. As of December 31, 2010, we held \$169.7 million in accounts receivable, of which \$18.2 million were denominated in Euro. Had we converted all Euro denominated accounts receivable into Euros at Euro 1.3402 for \$1.00, the exchange rate as of December 31, 2010, our Euro denominated accounts receivable would have been Euro 13.6 million as of December 31, 2010. Assuming the Euro depreciates by a rate of 10% to an exchange rate of Euro 1.2062 for \$1.00, we would record a loss in fair value of accounts receivable of \$1.8 million.

Since 2008, we hedge our Euro exposure against the U.S. dollar using single put and call collars and forward contracts, and we were able to mitigate a substantial portion, but not all, of our exchange rate losses for 2008 in this way. We recorded a net foreign exchange loss of \$20.0 million in 2008 as against a gain on foreign currency derivative assets of \$14.5 million. Due to the appreciation of the Euro against the U.S. dollar in 2009, we recorded a net foreign exchange gain of \$7.7 million in 2009 and a gain on foreign currency derivative assets of \$9.9 million. Due to the fluctuation of the Euro against the U.S. dollar in 2010, we recorded a net foreign exchange loss of \$36.3 million in 2010 and a gain on foreign currency derivative contracts of \$1.7 million. We cannot predict the impact of future exchange rate fluctuations on our results of operations and may incur net foreign currency losses in the future. We will continue to hedge our Euro exposure against the U.S. dollar in order to minimize our foreign exchange exposure. We also expect our U.S. dollar denominated sales to increase.

As of December 31, 2010, we had forward contracts of the Euro against the U.S. dollar with notional amount of EUR 110.0 million outstanding. Assuming a 10.0% appreciation of the Euro against the U.S. dollar, the mark-to-market gain of our outstanding call forward contracts of the Euro against the U.S. dollar would have decreased by approximately \$11 million as of December 31, 2010.

Our financial statements are expressed in U.S. dollars. Most of our subsidiaries’ transactional currency is the Renminbi. The value of your investment in our common shares will be affected by the foreign exchange rate between the U.S. dollar and Renminbi. To the extent our subsidiaries hold assets denominated in U.S. dollars, any appreciation of the Renminbi against the U.S. dollar could result in a change to our statement of operations and a reduction in the value of our U.S. dollar denominated assets. On the other hand, a decline in the value of Renminbi against the U.S. dollar could reduce the U.S. dollar equivalent amounts of our financial results, the value of your investment in our company and the dividends we may pay in the future, if any, all of which may have a material adverse effect on the price of our common shares.

#### ***Interest Rate Risk***

Our exposure to interest rate risk primarily relates to interest expenses under our short-term and long-term bank borrowings, as well as interest income generated by excess cash invested in demand deposits and liquid investments with original maturities of three months or less. Such interest-earning instruments carry a degree of interest rate risk. We have not used any derivative financial instruments to manage our interest risk exposure. We have not been exposed nor do we anticipate being exposed to material risks due to changes in interest rates. However, our future interest expense may increase due to changes in market interest rates.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable.

**PART II**

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None of these events occurred in any of the years ended December 31, 2008, 2009 and 2010.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

Not Applicable.

**ITEM 15. CONTROLS AND PROCEDURES**

***Disclosure Controls and Procedures***

Under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer, we conducted an evaluation of our disclosure controls and procedures; as such, term is defined in Rule 13a-15(e) under the Exchange Act. Based on that evaluation, our chief executive officer and chief financial officer have concluded that as of the end of the period covered by this annual report, our disclosure controls and procedures over financial reporting were effective.

***Management's Annual Report on Internal Control over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with generally accepted accounting principles and includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation and may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Section 404 of the Sarbanes-Oxley Act of 2002 and related rules promulgated by the Securities and Exchange Commission, management assessed the effectiveness of our internal control over financial reporting as of December 31, 2010 using criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2010.

Deloitte Touché Tohmatsu CPA Ltd., an independent registered public accounting firm, who audited our consolidated financial statements for the year ended December 31, 2010, has also audited the effectiveness of internal control over financial reporting as of December 31, 2010.

***Attestation Report of the Independent Registered Public Accounting Firm***

To the Board of Directors and Shareholders of Canadian Solar Inc.

We have audited the internal control over financial reporting of Canadian Solar Inc. and subsidiaries (the “Company”) as of December 31, 2010, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2010 of the Company and our report dated May 17, 2011 expressed an unqualified opinion on those financial statements and financial statement schedule.

/s/ Deloitte Touche Tohmatsu CPA Ltd.

Shanghai China  
May 17, 2011

### ***Changes in Internal Controls***

In 2009, Management identified material weaknesses related to the following items:

- The control designed to ensure that all revenue recognition criteria were met prior to recognizing revenue did not operate effectively.
- An appropriate control was not designed to ensure that estimated sales returns were recorded.
- There is lack of control procedures to ensure that long-term purchase commitments are evaluated and appropriately accounted for in the appropriate accounting period.
- The control designed to ensure that significant subsequent events were properly identified, analyzed and appropriately recorded in the Company's consolidated financial statements, did not operate effectively.

During 2010, Management has taken the following steps to remedy the identified material weaknesses:

- Hired additional credit control personnel and revised the standard operating procedures related to customer credit assessment and revenue recognition;
- Established a sales return reserve policy to account for any non-routine sales returns after period end;
- Improved internal communication protocols for timely recording and disclosure of financial transactions; and
- Reviewed and revised the current checklists used to ensure adequate controls to capture possible material accounting adjustments subsequent to the balance sheet date to the date of reporting.

Except for the changes mentioned above, there were no other changes in the design in our internal controls over financial reporting that occurred during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

### **ITEM 16. *NONE***

#### **ITEM 16A. *AUDIT COMMITTEE FINANCIAL EXPERT***

Our board of directors has determined that each of Lars-Eric Johansson and Michael G. Potter qualifies as an "audit committee financial expert" as defined in Item 16A of Form 20-F. Each of the members of the audit committee is an "independent director" as defined in the Nasdaq Marketplace Rules.

#### **ITEM 16B. *CODE OF ETHICS***

Our board of directors has adopted a code of ethics that applies to our directors, officers, employees and agents, including certain provisions that specifically apply to our chief executive officer, chief financial officer, chief operating officer, chief technology officer, vice presidents and any other persons who perform similar functions for us. We have posted our code of business conduct on our website [www.canadiansolar.com](http://www.canadiansolar.com). We hereby undertake to provide to any person without charge, a copy of our code of business conduct and ethics within ten working days after we receive such person's written request.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Deloitte Touché Tohmatsu CPA Ltd., our principal external auditors, for the periods indicated. We did not pay any other fees to our auditors during the periods indicated below.

	For the Years Ended December 31,		
	2008	2009	2010
Audit fees <sup>(1)</sup>	1,925,862	1,420,000	2,384,000
Audit-related fees <sup>(2)</sup>	—	—	—
Tax fees	—	—	—
All other fees	—	47,484	69,344

- (1) “Audit fees” means the aggregate fees billed for professional services rendered by our principal auditors for the audit of our annual financial statements and assurance and related services. In 2008, these were mainly for the review of financial statements and offering documents in connection with our follow-on public offering of common shares in July 2008. In 2009 and 2010, these were mainly for the review and audit of financial statements. The increase of fees in 2010 was mainly related to audit committee investigation for the SEC subpoena.
- (2) “Audit-related fees” represents aggregate fees billed for professional services rendered by our principal auditors for consultations and related services.

The policy of our audit committee is to pre-approve all audit and non-audit services provided by Deloitte Touché Tohmatsu CPA Ltd., including audit services, audit-related services, tax services and other services as described above, other than those for *de minimus* services which are approved by the Audit Committee prior to the completion of the audit. We have a written policy on the engagement of an external auditor.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

None.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

**ITEM 16G. CORPORATE GOVERNANCE**

None.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

**ITEM 18. FINANCIAL STATEMENTS**

The consolidated financial statements of Canadian Solar Inc. are included at the end of this annual report.

**ITEM 19. EXHIBITS**

**Exhibit  
Number**

- 1.1 Amended Articles of Continuance (incorporated by reference to Exhibit 3.2 of our registration statement on Form F-1 (File No. 333-138144), as amended, initially filed with the SEC on October 23, 2006)
- 2.2 Indenture, dated as of December 10, 2007, between Canadian Solar Inc. and The Bank of New York, as trustee, including the form of 6.0% Convertible Senior Notes due 2017 (incorporated by reference to Exhibit 4.2 of our registration statement on Form F-3 (File No. 333-149497), as amended, initially filed with the SEC on March 3, 2008)
- 4.1 Form of Director Indemnity Agreement (incorporated by reference to Exhibit 4.1 of our annual report on Form 20-F for the year ended December 31, 2008 (File No. 001-33107), as amended, initially filed with the SEC on June 8, 2009)
- 4.2† English translation of Supplementary Agreement between Jiangsu Zhongneng Polysilicon Technology Development Co., Ltd., CSI Cells Co., Ltd., Changshu CSI Advanced Solar Inc. and CSI Central Solar Power Co., Ltd., dated May 22, 2009, supplementing the original Polysilicon Supply Contract dated August 20, 2008 and the original Solar Wafer Supply Contract dated August 20, 2008 (incorporated by reference to Exhibit 4.3 of our annual report on Form 20-F for the year ended December 31, 2008 (File No. 001-33107), as amended, initially filed with the SEC on June 8, 2009)
- 4.3† English translation of Long-term (10-Year) Multi-crystalline Wafer Supply Contract between CSI Cells Co., Ltd. and Jiangxi LDK Solar Hi-Tech Co., Ltd., dated June 27, 2008 (incorporated by reference to Exhibit 4.8 of Amendment No. 1 on Form 20-F/A to our annual report on Form 20-F for the year ended December 31, 2008 (File No. 001-33107), filed with the SEC on October 14, 2009)
- 4.4† English translation of Long-term (10-Year) Multi-crystalline Wafer Supply Contract between CSI Solar Power Inc. and Jiangxi LDK Solar Hi-Tech Co., Ltd., dated June 27, 2008 (incorporated by reference to Exhibit 4.9 of Amendment No. 1 on Form 20-F/A to our annual report on Form 20-F for the year ended December 31, 2008 (File No. 001-33107), filed with the SEC on October 14, 2009)
- 4.5\* Amended and Restated Share Incentive Plan of the Registrant, dated September 20, 2010
- 4.6 Employment Agreement between Canadian Solar Inc. and the Dr. Shawn Qu (incorporated by reference to Exhibit 10.2 of our registration statement on Form F-1 (File No. 333-138144), as amended, initially filed with the SEC on October 23, 2006)
- 4.7\* Form of Employment Agreement between Canadian Solar Inc. and its executive officers
- 4.8\* English translation of 3rd Supplementary Agreement to the Multi-crystalline Solar Wafer Supply Contract, dated November 24, 2010, among CSI Cells Co., Ltd., Jiangsu Zhongneng Polysilicon Technology Development Co., Ltd., GCL (Nanjing) Solar Energy Technology Company Limited, Jiangsu GCL Silicon Material Technology Development Co., Ltd., Changzhou GCL Photovoltaic Technology Co., Ltd. and Suzhou GCL Photovoltaic Technology Co., Ltd.
- 4.9\*† English translation of 4th Supplementary Agreement to the Multi-crystalline Solar Wafer Supply Contract, dated December 31, 2010, between CSI Cells Co., Ltd. and Suzhou GCL Photovoltaic Technology Co., Ltd.
- 8.1\* List of Subsidiaries
- 12.1\* CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 12.2\* CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 13.1\* CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 13.2\* CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 23.1\* Consent of Deloitte Touché Tohmatsu CPA Ltd.

\* Filed herewith

† Confidential treatment has been requested with respect to portions of these exhibits and such confidential treatment portions have been deleted and replaced with “\*\*\*\*\*” and filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 under the Exchange Act

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

CANADIAN SOLAR INC

By: /s/ Shawn (Xiaohua) Qu

Name: Shawn (Xiaohua) Qu

Title: Chairman, President and Chief Executive  
Officer

Date: May 17, 2011

**CANADIAN SOLAR INC.**  
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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Canadian Solar Inc.

We have audited the accompanying consolidated balance sheets of Canadian Solar Inc. and subsidiaries (the "Company") as of December 31, 2009 and 2010, and the related consolidated statements of operations, changes in equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2010, and the related financial statement schedule. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Canadian Solar Inc. and subsidiaries as of December 31, 2009 and 2010 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2010, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 17, 2011 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte Touche Tohmatsu CPA Ltd.

Shanghai China  
May 17, 2011

**CANADIAN SOLAR INC.**  
**CONSOLIDATED BALANCE SHEETS**

	<u>December 31,</u> <u>2009</u>	<u>December 31,</u> <u>2010</u>
	<u>(In U.S. dollars, except share and per share data)</u>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	160,110,887	288,651,701
Restricted cash	179,389,811	187,594,816
Accounts receivable, net of allowance of \$18,029,440 and \$7,956,036 on December 31, 2009 and 2010, respectively	151,549,471	169,657,473
Amount due from related parties	—	1,355,760
Inventories	164,313,448	272,096,575
Value added tax recoverable	39,494,689	42,296,999
Advances to suppliers, net of allowance of \$3,662,645 and \$2,930,978 on December 31, 2009 and 2010, respectively	17,264,319	27,320,901
Foreign currency derivative assets	—	2,182,677
Prepaid expenses and other current assets	41,865,170	43,508,018
Total current assets	753,987,795	1,034,664,920
Property, plant and equipment, net	217,135,540	330,459,978
Deferred tax assets	10,909,778	16,725,349
Advances to suppliers, net of allowance of \$7,322,550 and \$16,458,564 on December 31, 2009 and 2010, respectively	35,209,654	13,946,324
Prepaid land use right	12,535,450	13,377,894
Long-term investment, net of impairment of nil and \$3,000,000 on December 31, 2009 and 2010, respectively	3,000,000	—
Investments in affiliates	4,100,628	5,671,159
Other non-current assets	1,824,158	8,521,341
<b>TOTAL ASSETS</b>	<b><u>1,038,703,003</u></b>	<b><u>1,423,366,965</u></b>

See notes to consolidated financial statements.

**CANADIAN SOLAR INC.**  
**CONSOLIDATED BALANCE SHEETS — (Continued)**

	<u>December 31,</u> <u>2009</u>	<u>December 31,</u> <u>2010</u>
	<u>(In U.S. dollars, except share and per share data)</u>	
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Short-term borrowings	251,702,149	540,520,075
Accounts payable	92,271,107	113,404,167
Short-term notes payable	105,217,737	9,969,217
Amounts due to related parties	260,683	2,445,020
Other payables	34,723,690	47,876,476
Advances from customers	3,643,807	8,971,102
Foreign currency derivative liabilities	523,462	2,452,162
Provision for firm purchase commitments	13,822,818	15,888,507
Other current liabilities	<u>12,775,508</u>	<u>33,806,531</u>
Total current liabilities	514,940,961	775,333,257
Accrued warranty costs	16,899,522	31,224,906
Convertible notes	866,000	905,816
Long-term borrowings	29,290,200	69,458,179
Liability for uncertain tax positions	<u>10,704,916</u>	<u>11,460,330</u>
<b>TOTAL LIABILITIES</b>	<u>572,701,599</u>	<u>888,382,488</u>
Commitments and contingencies (Note 18)		
Equity:		
Common shares — no par value: unlimited authorized shares, 42,774,485 and 42,893,044 shares issued and outstanding at December 31, 2009 and 2010, respectively	500,322,431	501,145,991
Additional paid-in capital	(61,268,954)	(57,392,283)
Retained earnings	11,541,848	62,110,767
Accumulated other comprehensive income	<u>15,121,299</u>	<u>28,461,944</u>
Total Canadian Solar Inc. shareholders' equity	465,716,624	534,326,419
Non-controlling interest	<u>284,780</u>	<u>658,058</u>
Total equity	<u>466,001,404</u>	<u>534,984,477</u>
<b>TOTAL LIABILITIES AND EQUITY</b>	<u>1,038,703,003</u>	<u>1,423,366,965</u>

See notes to consolidated financial statements.

**CANADIAN SOLAR INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Years Ended December 31,		
	2008	2009	2010
	(In U.S. dollars, except share and per share data)		
Net revenues	705,006,356	630,961,165	1,495,509,056
Cost of revenues	633,998,620	552,856,159	1,266,737,444
Gross profit	<u>71,007,736</u>	<u>78,105,006</u>	<u>228,771,612</u>
Operating expenses:			
Selling expenses	10,607,562	22,088,657	47,109,261
General and administrative expenses	34,510,263	46,323,959	54,519,646
Research and development expenses	1,824,753	3,180,372	6,843,216
Total operating expenses	<u>46,942,578</u>	<u>71,592,988</u>	<u>108,472,123</u>
Income from operations	24,065,158	6,512,018	120,299,489
Other income (expenses):			
Interest expense	(12,201,293)	(9,458,983)	(22,164,363)
Interest income	3,530,957	5,084,227	6,935,560
Gain on change in foreign currency derivatives	14,454,814	9,870,333	1,656,928
Gain on debt extinguishment	2,429,524	—	—
Debt conversion inducement expense	(10,170,118)	—	—
Foreign exchange gain (loss)	(19,989,123)	7,680,503	(36,291,898)
Investment income (loss)	—	1,788,036	(2,853,403)
Income before income taxes	2,119,919	21,476,134	67,582,313
Income tax benefit (expense)	<u>(9,653,780)</u>	<u>1,302,065</u>	<u>(16,753,917)</u>
Net income (loss)	(7,533,861)	22,778,199	50,828,396
Less: net income attributable to non-controlling interest	—	132,315	259,477
Net income (loss) attributable to Canadian Solar Inc.	<u>(7,533,861)</u>	<u>22,645,884</u>	<u>50,568,919</u>
Earnings (loss) per share-basic	\$ (0.24)	\$ 0.61	\$ 1.18
Shares used in computation — basic	<u>31,566,503</u>	<u>37,137,004</u>	<u>42,839,356</u>
Earnings (loss) per share-diluted	\$ (0.24)	\$ 0.60	\$ 1.16
Shares used in computation-diluted	<u>31,566,503</u>	<u>37,727,138</u>	<u>43,678,208</u>

See notes to consolidated financial statements.

**CANADIAN SOLAR INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY AND COMPREHENSIVE INCOME**

	Common Shares		Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income	Non-Controlling Interest	Total Equity	Total Comprehensive Income
	Number	\$	\$	\$	\$	\$	\$	\$
(In U.S. dollars, except share and per share data)								
Balance at December 31, 2007	27,320,389	97,454,214	34,636,199	(3,570,175)	5,980,542	—	134,500,780	
Share-based compensation	—	—	9,102,002	—	—	—	9,102,002	
Conversion of convertible notes	3,966,841	182,550,305	(110,443,505)	—	—	—	72,106,800	
Issuance of ordinary shares, net of issuance cost	3,500,000	110,659,864	—	—	—	—	110,659,864	
Deferred tax on issuance costs of ordinary shares	—	2,552,082	—	—	—	—	2,552,082	
Other	566,190	—	—	—	—	—	—	
Exercise of share options	391,143	1,937,330	—	—	—	—	1,937,330	
Net loss	—	—	—	(7,533,861)	—	—	(7,533,861)	(7,533,861)
Foreign currency translation adjustment	—	—	—	—	8,928,984	—	8,928,984	8,928,984
Balance at December 31, 2008	35,744,563	395,153,795	(66,705,304)	(11,104,036)	14,909,526	—	332,253,981	1,395,123
Share-based compensation	—	—	5,436,350	—	—	—	5,436,350	
Issuance of ordinary shares, net of issuance cost	6,900,000	102,811,343	—	—	—	—	102,811,343	
Deferred tax on issuance costs of ordinary shares	—	1,682,869	—	—	—	—	1,682,869	
Exercise of share options	129,922	674,424	—	—	—	—	674,424	
Paid-in capital from non-controlling interest	—	—	—	—	—	9,173	9,173	
Sales of subsidiary shares to non-controlling interest	—	—	—	—	—	143,292	143,292	
Net income	—	—	—	22,645,884	—	132,315	22,778,199	22,778,199
Foreign currency translation adjustment	—	—	—	—	211,773	—	211,773	211,773
Balance at December 31, 2009	42,774,485	500,322,431	(61,268,954)	11,541,848	15,121,299	284,780	466,001,404	22,989,972
Share-based compensation	—	—	3,876,671	—	—	—	3,876,671	
Exercise of share options	118,559	823,560	—	—	—	—	823,560	
Sales of subsidiary shares to non-controlling interest	—	—	—	—	—	145,128	145,128	
Net income	—	—	—	50,568,919	—	259,477	50,828,396	50,828,396
Foreign currency translation adjustment	—	—	—	—	13,340,645	(31,327)	13,309,318	13,309,318
Balance at December 31, 2010	42,893,044	501,145,991	(57,392,283)	62,110,767	28,461,944	658,058	534,984,477	64,137,714

See notes to consolidated financial statements.

**CANADIAN SOLAR INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31,		
	2008	2009	2010
	(In U.S. dollars)		
<b>Operating activities:</b>			
Net income (loss)	(7,533,861)	22,778,199	50,828,396
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	9,282,276	20,508,383	31,266,181
Loss on disposal of property, plant and equipment	5,126,852	174,292	194,243
Gain on change in fair value of derivatives	(14,454,814)	(9,870,333)	(1,656,928)
Investment loss	—	—	2,853,403
Allowance for doubtful debts	7,445,028	18,076,416	3,046,100
Write down of inventories	23,784,578	12,478,944	2,101,124
Provision for firm purchase commitment	—	13,822,818	1,562,002
Amortization of discount on debt	1,179,446	35,638	39,816
Gain on debt extinguishment	(2,429,524)	—	—
Share-based compensation	9,102,002	5,436,350	3,876,671
Debt conversion inducement expense	10,170,118	—	—
Changes in operating assets and liabilities:			
Inventories	(39,994,140)	(83,970,843)	(103,637,355)
Accounts receivable	2,126,297	(116,463,362)	(5,704,039)
Amount due from related parties	—	—	(1,347,828)
Value added tax recoverable	(2,671,677)	(21,981,216)	(1,828,277)
Advances to suppliers	(33,572,770)	6,751,157	2,227,991
Long term prepaid expense	—	—	(5,826,029)
Prepaid expenses and other current assets	783,021	(16,899,415)	(6,424,395)
Accounts payable	19,261,749	62,855,936	18,096,208
Short-term notes payable	423,800	104,588,587	(96,011,517)
Other payables	2,369,498	9,065,342	10,979,862
Advances from customers	1,367,209	65,703	5,120,313
Amounts due to related parties	(119,706)	166,900	2,163,515
Accrued warranty costs	6,893,681	6,051,483	14,259,880
Other current liabilities	1,893,489	8,452,665	18,875,491
Prepaid land use right	(10,508,489)	258,520	(454,803)
Liability for uncertain tax positions	6,425,348	2,001,086	755,414
Deferred taxes	(982,236)	(10,834,919)	(5,179,877)
Settlement of foreign currency derivatives	7,825,523	17,367,159	1,337,319
Net cash provided by (used in) operating activities	<u>3,192,698</u>	<u>50,915,490</u>	<u>(58,487,119)</u>

**CANADIAN SOLAR INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS — (Continued)**

	Years Ended December 31,		
	2008	2009	2010
	(In U.S. dollars)		
<b>Investing activities:</b>			
Increase in restricted cash	(17,950,833)	(158,622,411)	(987,019)
Purchase of long-term investment	(3,000,000)	—	—
Investment in affiliates	—	(4,100,084)	(1,503,531)
Proceeds from disposal of investment in subsidiaries	—	148,898	2,524,541
Purchase of property, plant and equipment	(104,817,010)	(72,214,660)	(134,314,791)
Proceeds from disposal of property, plant and equipment	6,322	220,027	291,846
Net cash (used in) investing activities	<u>(125,761,521)</u>	<u>(234,568,230)</u>	<u>(133,988,954)</u>
<b>Financing activities:</b>			
Proceeds from short-term borrowings	234,096,606	481,721,660	917,514,400
Repayment of short-term borrowings	(169,919,741)	(371,676,212)	(695,513,690)
Proceeds from long-term borrowings	24,964,230	14,633,000	89,659,607
Sales of subsidiary shares to non-controlling interest	—	9,173	145,128
Issuance cost paid on convertible notes	(381,900)	—	—
Proceeds from issuance of common shares	112,752,500	103,349,924	—
Issuance costs paid for common shares offering	(2,092,636)	(538,581)	—
Proceeds from exercise of stock options	1,937,330	674,424	823,560
Net cash provided by financing activities	<u>201,356,389</u>	<u>228,173,388</u>	<u>312,629,005</u>
Effect of exchange rate changes	<u>(793,765)</u>	<u>(70,682)</u>	<u>8,387,882</u>
Net increase in cash and cash equivalents	77,993,801	44,449,966	128,540,814
Cash and cash equivalents at the beginning of the year	<u>37,667,120</u>	<u>115,660,921</u>	<u>160,110,887</u>
Cash and cash equivalents at the end of the year	<u>115,660,921</u>	<u>160,110,887</u>	<u>288,651,701</u>
<b>Supplemental disclosure of cash flow information:</b>			
Interest paid, net of amounts capitalized	11,103,634	10,729,375	21,211,228
Income taxes paid	2,683,014	4,367,772	13,635,216
<b>Supplemental schedule of non-cash activities:</b>			
Income from disposal of subsidiaries included in prepaid expenses and other current assets	—	2,345,557	—
Property, plant and equipment cost included in other payables	17,339,148	18,943,086	22,199,024
Conversion of convertible notes to equity	72,106,800	—	—

See notes to consolidated financial statements.

**CANADIAN SOLAR INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2008, 2009 AND 2010  
(In U.S. dollars)**

**1. ORGANIZATION AND PRINCIPAL ACTIVITIES**

Canadian Solar Inc. (“CSI”) was incorporated pursuant to the laws of the Province of Ontario in October 2001, and changed its jurisdiction by continuing under the Canadian federal corporate statute, the Canada Business Corporations Act, or CBCA, effective June 1, 2006.

CSI and its subsidiaries (collectively, the “Company”) are principally engaged in the design, development, manufacturing and marketing of solar power products for global markets. As of December 31, 2010, all subsidiaries of CSI are included in Appendix 1.

**2. SUMMARY OF PRINCIPAL ACCOUNTING POLICIES**

**(a) Basis of presentation**

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”).

**(b) Basis of consolidation**

The consolidated financial statements include the financial statements of CSI and its subsidiaries. All inter-company transactions and balances are eliminated on consolidation.

**(c) Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant accounting estimates reflected in the Company’s financial statements include estimated sales returns, allowance for doubtful accounts and advances to suppliers, valuation of inventories and provision for firm purchase commitments, useful lives and impairment of long lived assets, accrual for warranty, fair value of foreign exchange derivatives, provision for uncertain tax positions and tax valuation allowances and assumptions used in the computation of share-based compensation, including the associated forfeiture rates.

**(d) Cash and cash equivalents**

Cash and cash equivalents are stated at cost, which approximates fair value. Cash and cash equivalents consist of cash on hand and demand deposits, which are unrestricted as to withdrawal and use, and have original maturities of three months or less when acquired.

Restricted cash represents bank deposits held as collateral for bank acceptance notes, bank borrowings and letters of credit. These deposits carry fixed interest rates and will be released when the bank acceptance notes and bank borrowings are repaid or the Company settles the related letters of credit.

**(e) Advances to suppliers**

In order to secure a stable supply of silicon materials, the Company makes prepayments to certain suppliers based on written purchase orders detailing product, quantity and price. Such amounts are recorded in advances to suppliers in the consolidated balance sheets. Advances to suppliers expected to be utilized within twelve months as of each balance sheet date are recorded as current assets and the portion expected to be utilized after twelve months are classified as non-current assets in the consolidated balance sheets.



## CANADIAN SOLAR INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Company makes the prepayments without receiving collateral. Such prepayments are unsecured and expose the Company to supplier credit risk. As of December 31, 2009 and 2010, prepayments made to individual suppliers in excess of 10% of total advances to suppliers are as follows:

	At December 31, 2009	At December 31, 2010
	\$	\$
Supplier A	20,768,495	18,004,235
Supplier B	7,951,591	7,549,800
Supplier C	11,716,080	9,054,708
Supplier D	8,640,609	9,663,744

**(f) Inventories**

Inventories are stated at the lower of cost or market. Cost is determined by the weighted-average method. Cost is comprised of direct materials and, where applicable, direct labor costs, tolling costs and those overhead costs that have been incurred in bringing the inventories to their present location and condition.

Adjustments are recorded to write down the cost of obsolete and excess inventory to the estimated market value based on historical and forecast demand.

The Company outsources portions of its manufacturing process, including converting silicon into ingots, cutting ingots into wafers, and converting wafers into solar cells, to various third-party manufacturers. These outsourcing arrangements may or may not include transfer of title of the raw material inventory (silicon, ingots or wafers) to the third-party manufacturers. Such raw materials are recorded as raw materials inventory when purchased from suppliers. For those outsourcing arrangements in which title is not transferred, the Company maintains such inventory on the Company's balance sheet as raw materials inventory while it is in physical possession of the third-party manufacturer. Upon receipt, processed inventory is reclassified to work-in-process inventory and a processing fee is paid to the third-party manufacturer. For those outsourcing arrangements, which are characterized as sales, in which title (including risk of loss) does transfer to the third-party manufacturer, the Company is constructively obligated, through raw materials sales agreements and processed inventory purchase agreements, which have been entered into simultaneously with the third-party manufacturer, to repurchase the inventory once processed. In this case, the raw material inventory remains classified as raw material inventory while in the physical possession of the third-party manufacturer and cash is received, which is classified as "advances from customers" on the balance sheet and not as revenue or deferred revenue. Cash payments for outsourcing arrangements, which require prepayment for repurchase of the processed inventory are classified as "advances to suppliers" on the balance sheet. There is no right of offset for these arrangements and accordingly, "advances from customers" and "advances to suppliers" remain on the balance sheet until the processed inventory is repurchased.

On occasion, the Company enters into firm purchase commitments to acquire materials from its suppliers. A firm purchase commitment represents an agreement that specifies all significant terms, including the price and timing of the transactions, and includes a disincentive for non-performance that is sufficiently large to make performance probable. This disincentive is generally in the form of a take-or-pay provision, which requires the Company to pay for committed volumes regardless of whether the Company actually acquires the materials. The Company evaluates these agreements and records a loss, if any, on firm purchase commitments using the same lower of cost or market approach as that used to value inventory. The Company records the expected loss only as it relates to the following fiscal period, as it is unable to reasonably estimate future market prices beyond one year. During the years ended December 31, 2008, 2009 and 2010, the Company recorded a loss on firm purchase commitments of nil, \$13,822,818 and \$1,562,002, respectively, which has been included in cost of revenues in the consolidated statements of operations.

## CANADIAN SOLAR INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

**(g) Property, plant and equipment**

Property, plant and equipment is recorded at cost less accumulated depreciation. The cost of property, plant and equipment comprises its purchase price and any directly attributable costs, including interest cost capitalized during the period the asset is brought to its working condition and location for its intended use. The Company expenses repair and maintenance costs as incurred.

Depreciation is computed on a straight-line basis over the following estimated useful lives:

Buildings	20 years
Leasehold improvements	Over the shorter of the lease term or their estimated useful lives
Machinery	5-10 years
Furniture, fixtures and equipment	5 years
Motor vehicles	5 years

Costs incurred in constructing new facilities, including progress payment, capitalized interest and other costs relating to the construction, are capitalized and transferred to property, plant and equipment on completion and depreciation commences from that time.

**(h) Prepaid land use right**

Prepaid land use right represents amounts paid for the Company's lease for the use right of lands located in Changshu City, Suzhou City, and Luoyang City of People's Republic of China ("PRC"). Amounts are charged to expense ratably over the term of the lease of 50 years.

**(i) Long-term investment**

The Company owns preferred shares of a privately held entity in an amount that is not sufficient to provide the Company with significant influence over the investee's operations. The long-term investment is recorded under the cost method, under which the investment is recorded at its acquisition cost.

The Company routinely reviews long term investments for other-than-temporary declines in fair value below the cost basis, and when events or changes in circumstances indicate the carrying value of an asset may not be recoverable, the security is written down to fair value.

**(j) Investments in affiliates**

The Company also holds equity investment in four affiliates as of December 31, 2010. The Company does not have a controlling financial interest, but has the ability to exercise significant influence over the operating and financial policies of the investees. These investments are accounted for under equity method of accounting wherein the Company records its proportionate share of the investees' income or loss in its consolidated financial statements.

Investments are evaluated for impairment when facts or circumstances indicate that the fair value of the investment is less than its carrying value. An impairment is recognized when a decline in fair value is determined to be other-than-temporary. The Company reviews several factors to determine whether a loss is other-than-temporary. These factors include, but are not limited to, the: (1) nature of the investment; (2) cause and duration of the impairment; (3) extent to which fair value is less than cost; (4) financial conditions and near term prospects of the issuers; and (5) ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value.

CANADIAN SOLAR INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

**(k) Impairment of long-lived assets**

The Company evaluates its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When these events occur, the Company measures impairment by comparing the carrying amount of the assets to future undiscounted net cash flows expected to result from the use of the assets and their eventual disposition. If the sum of the expected undiscounted cash flows is less than the carrying amount of the assets, the Company would recognize an impairment loss based on the fair value of the assets. There was no impairment charge recognized during the years ended December 31, 2008, 2009 and 2010.

**(l) Income taxes**

Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net tax loss carry forwards and credits by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. The components of the deferred tax assets and liabilities are individually classified as current and non-current based on the characteristics of the underlying assets and liabilities, or the expected timing of their use when they do not relate to a specific asset or liability.

Income tax expense includes (i) deferred tax expense, which generally represents the net change in the deferred tax asset or liability balance during the year plus any change in valuation allowances and (ii) current tax expense, which represents the amount of tax currently payable to or receivable from a taxing authority. The Company only recognizes tax benefits related to uncertain tax positions when such positions are more likely than not of being sustained upon examination. For such positions, the amount of tax benefit that the Company recognizes is the largest amount of tax benefit that is more than fifty percent likely of being sustained upon the ultimate settlement of such uncertain tax position. The Company records penalties and interest as a component of income tax expense.

**(m) Revenue recognition**

Sales of modules, system kits and silicon materials are recorded when products are delivered and title has passed to the customers. A Solar system kit is a ready-to-install package consisting of solar modules produced by the Company and the third party supplied components, such as inverters, racking system, tracker and other accessories. The Company only recognizes revenues when prices to the seller are fixed or determinable and collectability is reasonably assured. If collectability is not reasonably assured, the Company recognizes revenue only upon collection of cash. Revenues also include reimbursements of shipping and handling costs of products sold to customers. Sales agreements typically contain the customary product warranties but do not contain any post-shipment obligations nor any return or credit provisions.

A majority of the Company's contracts provide that products are shipped under the term of free on board ("FOB"), ex-works, or cost, insurance and freight ("CIF"). Under FOB, the Company fulfills its obligation to deliver when the goods have passed over the ship's rail at the named port of shipment. The customer has to bear all costs and risks of loss or damage to the goods from that point. Under ex-works, the Company fulfills its obligation to deliver when it has made the goods available at its premises to the customer. The customer bears all costs and risks involved in taking the goods from the Company's premises to the desired destination. Under CIF, the Company must pay the costs, marine insurance and freight necessary to bring the goods to the named port of destination but the risk of loss of or damage to the goods, as well as any additional costs due to events occurring after the time the goods have been delivered on board the vessel, is transferred to the customer when the goods pass the ship's rail in the port of shipment. Sales are recorded when the risk of loss or damage is transferred from the Company to the customers.

**CANADIAN SOLAR INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Sales to customers are recorded net of estimated returns.

The Company enters into toll manufacturing arrangements in which the Company receives wafers and returns finished modules. The Company recognizes a service fee as revenue when the processed modules are delivered.

**(n) Cost of revenues**

Cost of revenues from modules and system kits includes production and indirect costs for products sold. Cost of revenues from silicon materials includes acquisition costs. Cost of revenues from services includes labor and material costs associated with provision of the services.

**(o) Shipping and handling costs**

Payments received from customers for shipping and handling costs are included in net revenues. Shipping and handling costs relating to solar module sales of \$5,446,414, \$7,719,340 and \$23,727,467, are included in selling expenses for the years ended December 31, 2008, 2009 and 2010, respectively.

**(p) Research and development**

Research and development costs are expensed when incurred.

**(q) Advertising expenses**

Advertising expenses are expensed as incurred and amounted to \$304,978, \$461,803 and \$5,148,215 for the years ended December 31, 2008, 2009 and 2010, respectively.

**(r) Warranty cost**

The Company's solar modules and products are typically sold with up to a two-year guarantee for defects in materials and workmanship and 10-year and 25-year warranties against specified declines in the initial minimum power generation capacity at the time of delivery. The Company has the right to repair or replace solar modules, at its option, under the terms of the warranty policy. The Company maintains warranty reserves to cover potential liabilities that could arise under these guarantees and warranties. Due to limited warranty claims to date, the Company accrues the estimated costs of warranties based on an assessment of the Company's competitors' accrual history, industry-standard accelerated testing, estimates of failure rates from the Company's quality review, and other assumptions that the Company believes to be reasonable under the circumstances. Actual warranty costs are accumulated and charged against the accrued warranty liability. To the extent that accrual warranty costs differ from the estimates, the Company will prospectively revise its accrual rate. The warranty costs of \$6,893,681, \$6,051,483 and \$14,259,880 are included in cost of revenues for the years ended December 31, 2008, 2009 and 2010, respectively.

In April 2010, the Company started to purchase product warranty insurance to back up its warranties. This insurance applies to the warranty against workmanship, materials defects and power output. Insurance premiums are recorded as other non-current assets and are amortized over the 25-year term of the insurance policy. The unamortized carrying value of prepaid insurance is nil and \$5,593,524 as of December 31, 2009 and 2010, respectively, and is included as a component of other non-current assets in the consolidated balance sheets.

**(s) Foreign currency translation**

The United States dollar ("U.S. dollar"), the currency in which a substantial amount of the Company's transactions are denominated, is used as the functional and reporting currency of CSI. Monetary assets and

CANADIAN SOLAR INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

liabilities denominated in currencies other than the U.S. dollar are translated into U.S. dollars at the rates of exchange ruling at the balance sheet date. Transactions in currencies other than the U.S. dollar during the year are converted into the U.S. dollar at the applicable rates of exchange prevailing on the transaction date. Transaction gains and losses are recognized in the consolidated statements of operations.

The financial records of certain of the Company's subsidiaries are maintained in local currencies other than the U.S. dollar, such as Renminbi ("RMB"), Euro ("EUR"), Canadian dollar ("CAD") and Japanese Yen ("Yen"), which are their functional currencies. Assets and liabilities are translated at the exchange rates at the balance sheet date, equity accounts are translated at historical exchange rates and revenues, expenses, gains and losses are translated using the average rate for the year. Translation adjustments are reported as foreign currency translation adjustment and are shown as a separate component of other comprehensive income in the statements of changes in equity and comprehensive income.

**(t) Foreign currency risk**

The RMB is not a freely convertible currency. The PRC State Administration for Foreign Exchange, under the authority of the People's Bank of China, controls the conversion of RMB into foreign currencies. The value of the RMB is subject to changes in central government policies and to international economic and political developments affecting supply and demand in the China foreign exchange trading system market. The Company's cash and cash equivalents and restricted cash denominated in RMB amounted to \$207,673,385 and \$296,612,028 as of December 31, 2009 and 2010, respectively.

**(u) Concentration of credit risk**

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable and advances to suppliers. All of the Company's cash and cash equivalents are held with financial institutions that Company management believes to be high credit quality.

The Company conducts credit evaluations of customers and generally does not require collateral or other security from its customers. The Company establishes an allowance for doubtful accounts primarily based upon the age of the receivables and factors surrounding the credit risk of specific customers. With respect to advances to suppliers, such suppliers are primarily suppliers of raw materials. The Company performs ongoing credit evaluations of its suppliers' financial conditions. The Company generally does not require collateral or security against advances to suppliers, however, it maintains a reserve for potential credit losses and such losses have historically been within management's expectation.

**(v) Fair value of derivatives and financial instruments**

The Company estimates fair value of financial assets and liabilities as the price that would be received from the sale of an asset or paid to transfer a liability (i.e., an exit price) on the measurement date in an orderly transaction between market participants. The fair value measurement guidance establishes a three-level fair value hierarchy that prioritizes the inputs into the valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority, Level 1, to measurements based on unadjusted quoted prices in active markets for identical assets or liabilities and lowest priority, Level 3, to measurements based on unobservable inputs and classifies assets and liabilities with limited observable inputs or observable inputs for similar assets or liabilities as Level 2 measurement. When available, the Company uses quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, the Company measures fair value using valuation techniques that use; when possible, current market-based or independently sourced market parameters, such as interest rates and currency rates.

CANADIAN SOLAR INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(w) *Earnings per Share*

Basic income per share is computed by dividing income attributable to holders of common shares by the weighted average number of common shares outstanding during the year. Diluted income per common share reflects the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted into common shares. Common share equivalents are excluded from the computation in loss periods, as their effects would be anti-dilutive.

(x) *Share-based compensation*

The Company's share-based compensation with employees and non-employees, such as restricted shares and share options, is measured at the grant date, based on the fair value of the award, and is recognized as expense over the requisite service period. The Company has made an estimate of expected forfeitures and is recognizing compensation cost only for those equity awards expected to vest.

(y) *Recently issued accounting pronouncements*

In April 2010, the FASB issued ASU 2010-13, "Compensation (Topic 718) — Stock Compensation". This ASU addresses the classification of an employee share-based payment award with an exercise price denominated in the currency of a market in which the underlying equity security trade. FASB Accounting Standards Codification Topic 718, Compensation — Stock Compensation, provides guidance on the classification of a share-based payment award as either equity or a liability. A share-based payment award that contains a condition that is not a market, performance, or service condition is required to be classified as a liability. Under Topic 718, awards of equity share options granted to an employee of an entity's foreign operation that provide a fixed exercise price denominated in (1) the foreign operation's functional currency or (2) the currency in which the employee's pay is denominated should not be considered to contain a condition that is not a market, performance, or service condition. However, U.S generally accepted accounting principles (GAAP) do not specify whether a share-based payment award with an exercise price denominated in the currency of a market in which the underlying equity security trades has a market, performance, or service condition. Diversity in practice has developed on the interpretation of whether such an award should be classified as a liability when the exercise price is not denominated in either the foreign operation's functional currency or the currency in which the employee's pay is denominated. The adoption of this ASU will not have a material impact on the Company's consolidated financial statements and related disclosures.

**3. ALLOWANCE FOR DOUBTFUL RECEIVABLES**

Allowance for doubtful receivables are comprised of allowances for account receivable and advances to suppliers.

An analysis of allowances for accounts receivable for the years ended December 31, 2008, 2009 and 2010 is as follows:

	<u>2008</u>	<u>2009</u>	<u>2010</u>
	\$	\$	\$
Beginning of the year	376,178	5,605,983	18,029,440
Allowances made (reversed) during the year	5,218,944	16,536,592	(10,082,718)
Accounts written-off against allowances	(19,000)	(4,113,307)	—
Foreign exchange effect	29,861	172	9,314
Closing balance	<u>5,605,983</u>	<u>18,029,440</u>	<u>7,956,036</u>

In 2009, the Company began purchasing insurance from China Export & Credit Insurance Corporation ("Sinasure") for certain of its accounts receivable in order to reduce its exposure to bad debt loss. The

CANADIAN SOLAR INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Company provides an allowance for accounts receivable, using primarily a specific identification methodology. An allowance is recorded based on the likelihood of collection from the specific customer with regard to whether such account is covered by Sinosure. At the time, a specific allowance is made for a given customer, the Company records a receivable from Sinosure equal to the expected recovery up to the amount of the specific allowance. The Company had recorded a receivable from Sinosure in prepaid expenses and other current assets of \$7,101,492 and \$4,212,532 as of December 31, 2009 and 2010, respectively, and a corresponding reduction in bad debt expense.

An analysis of allowances for advances to suppliers for the years ended December 31, 2008, 2009 and 2010 is as follows:

	<u>2008</u>	<u>2009</u>	<u>2010</u>
	\$	\$	\$
Beginning of the year	—	2,341,685	10,985,195
Allowances made during the year	2,226,084	8,641,316	10,239,858
Accounts written-off against allowances	—	—	(2,205,848)
Foreign exchange effect	115,601	2,194	370,337
Closing balance	<u>2,341,685</u>	<u>10,985,195</u>	<u>19,389,542</u>

**4. INVENTORIES**

Inventories consist of the following:

	<u>At December 31,</u> <u>2009</u>	<u>At December 31,</u> <u>2010</u>
	\$	\$
Raw materials	53,711,941	93,900,586
Work-in-process	22,806,716	50,094,707
Finished goods	<u>87,794,791</u>	<u>128,101,282</u>
	<u>164,313,448</u>	<u>272,096,575</u>

The Company wrote down obsolete inventories amounting to \$23,784,578, \$12,478,944 and \$2,101,124 during the years ended December 31, 2008, 2009 and 2010, respectively.

**5. PROPERTY, PLANT AND EQUIPMENT, NET**

Property, plant and equipment, net consist of the following:

	<u>At December 31,</u> <u>2009</u>	<u>At December 31,</u> <u>2010</u>
	\$	\$
Buildings	63,340,108	67,962,404
Leasehold improvements	3,226,741	3,293,248
Machinery	136,755,699	213,220,584
Furniture, fixtures and equipment	7,563,437	14,086,113
Motor vehicles	<u>1,325,384</u>	<u>2,252,790</u>
	212,211,369	300,815,139
Less: Accumulated depreciation	<u>(31,862,352)</u>	<u>(64,257,989)</u>
	180,349,017	236,557,150
Construction in process	<u>36,786,523</u>	<u>93,902,828</u>
Property, plant and equipment, net	<u>217,135,540</u>	<u>330,459,978</u>

CANADIAN SOLAR INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Depreciation expense of property, plant and equipment was \$9,213,765, \$20,390,862 and \$30,946,035 for the years ended December 31, 2008, 2009 and 2010, respectively. Construction in process represents production facilities under construction.

**6. FAIR VALUE MEASUREMENT**

As of December 31, 2009 and 2010, information about inputs into the fair value measurements of the Company's assets or liabilities that are measured at fair value on a recurring basis in periods subsequent to their initial recognition is as follows:

	Fair Value Measurements at Reporting Date Using			
	Total Fair Value and Carrying Value on the Balance Sheet	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>As of December 31, 2009</b>				
<b>Liabilities:</b>				
Foreign exchange forward contracts	\$ 523,462	\$ —	\$ 523,462	\$ —
<b>Total Liabilities</b>	<b>\$ 523,462</b>	<b>\$ —</b>	<b>\$ 523,462</b>	<b>\$ —</b>

	Fair Value Measurements at Reporting Date Using			
	Total Fair Value and Carrying Value on the Balance Sheet	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>As of December 31, 2010</b>				
<b>Assets:</b>				
Foreign exchange forward contracts	\$ 2,182,677	\$ —	\$ 2,182,677	\$ —
<b>Total Assets</b>	<b>\$ 2,182,677</b>	<b>\$ —</b>	<b>\$ 2,182,677</b>	<b>\$ —</b>
<b>Liabilities:</b>				
Foreign exchange option contracts	\$ 1,062,179	\$ —	\$ 1,062,179	\$ —
Foreign exchange forward contracts	\$ 1,389,983	\$ —	\$ 1,389,983	\$ —
<b>Total Liabilities</b>	<b>\$ 2,452,162</b>	<b>\$ —</b>	<b>\$ 2,452,162</b>	<b>\$ —</b>

The Company's foreign currency derivative instruments relate to foreign exchange option or forward contracts involving major currencies such as Euro and USD. Since its derivative instruments are not traded on an exchange, the Company values them using valuation models. Interest rate yield curves and foreign exchange rates are the significant inputs into these valuation models. These inputs are observable in active markets over the terms of the instruments the Company holds, and accordingly, the fair value measurements are classified as Level 2 in the hierarchy. The Company considers the effect of its own credit standing and that of its counterparties in valuations of its derivative financial instruments.

The Company did not have any assets or liabilities measured at fair value on a non-recurring basis for the years ended December 31, 2009 and 2010.

The Company also holds financial instruments that are not recorded at fair value in the consolidated balance sheets, but whose fair value is required to be disclosed under US GAAP. The carrying value of cash and cash equivalents, trade receivables, current portion of advances to suppliers, accounts payable, notes payable, amounts due to related parties, and short-term borrowings approximate their fair values due to the short-term maturity of these instruments. Long-term bank borrowings of \$69,458,179 as of December 31, 2010



CANADIAN SOLAR INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

approximate their fair value since these borrowings contain variable interest rates. The Company did not compute the fair value of its \$3 million preferred share investment as of December 31, 2009 as it was impracticable to do so without incurring significant cost. As stated in Note 22, due to the deterioration of the investee's financial position in 2010, the company concluded that the \$3 million preferred share investment was fully impaired as of December 31, 2010.

The following table presents the financial instruments for which fair value does not approximate carrying value as of December 31, 2009 and 2010:

	At December 31, 2009		At December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Convertible notes	\$ 866,000	\$1,458,502	\$ 905,816	\$924,363

Depending on the terms of the specific derivative instruments and market conditions, some of our derivative instruments may be assets and others liabilities at any particular point in time.

The Company's primary objective for holding derivative financial instruments is to manage currency risk. The recognition of gains or losses resulting from changes in fair values of those derivative instruments is based on the use of each derivative instrument and whether it qualifies for hedge accounting.

The Company entered into certain foreign currency derivative contracts to protect against volatility of future cash flows caused by the changes in foreign exchange rates. The foreign currency derivative contracts do not qualify for hedge accounting and, as a result, the changes in fair value of the foreign currency derivative contracts are recognized in the consolidated statements of operations. The Company recorded a gain on foreign currency derivative contracts of \$14,454,814, \$9,870,333 and \$1,656,928 for the years ended December 31, 2008, 2009 and 2010, respectively.

The effect of fair values of derivative instruments on the consolidated balance sheets as of December 31, 2009 and 2010 and the effect of derivative instruments on consolidated statements of operations for the years ended December 31, 2009 and 2010 are as follows:

	Fair Values of Derivatives Asset			
	At December 31, 2010		At December 31, 2009	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign exchange option contracts	Foreign currency derivative assets	—	Foreign currency derivative assets	\$ —
Foreign exchange forward contracts	Foreign currency derivative assets	2,182,677	Foreign currency derivative assets	—
<b>Total derivatives</b>		<b>2,182,677</b>		<b>\$ —</b>

Derivatives Not Designated as Hedging Instruments	Fair Values of Derivatives Liability			
	At December 31, 2010		At December 31, 2009	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign exchange option contracts	Foreign currency derivative liabilities	\$1,062,179	Foreign currency derivative liabilities	\$ —
Foreign exchange forward contracts	Foreign currency derivative liabilities	\$1,389,983	Foreign currency derivative liabilities	\$523,462
<b>Total derivatives</b>		<b>\$2,452,162</b>		<b>\$523,462</b>

**CANADIAN SOLAR INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Derivative Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivatives		
		Year Ended December 31		
		2008	2009	2010
Foreign exchange option contracts	Gain on foreign currency derivatives	\$ 13,616,794	\$ 4,783,240	\$ 6,636,821
Foreign exchange forward contracts	Gain on foreign currency derivatives	838,020	5,087,093	(4,979,893)
<b>Total</b>		<b>\$ 14,454,814</b>	<b>\$ 9,870,333</b>	<b>\$ 1,656,928</b>

**7. INVESTMENTS IN AFFILIATES**

Investments in affiliates consist of the following:

	At December 31,			
	2009		2010	
	Carrying Value	Ownership Percentage	Carrying Value	Ownership Percentage
	\$	(%)	\$	(%)
Nernst New Energy (Suzhou) Co., Ltd.	—	—	1,509,808	50%
GD Inner Mongolia Jingyang Energy Co., Ltd.	659,030	15%	674,956	15%
Ningxia GD CSI New Energy Co., Ltd.	512,578	35%	528,486	35%
Suzhou Gaochuangte New Energy Co., Ltd.	2,929,020	40%	2,957,909	40%
	<u>4,100,628</u>		<u>5,671,159</u>	

On July 20, 2009, CSI Cells Co., Ltd. (“CSI”) acquired a 15% interest in GD Inner Mongolia Jingyang Energy Co., Ltd. Although CSI only possesses a 15% shareholding, one of the five board members is designated by CSI and, as such, CSI is considered to have significant influence over the investee.

On October 14, 2009, the Company established a joint venture, Ningxia GD CSI New Energy Co., Ltd., for total cash consideration of \$512,578. CSI holds a 35% voting interest and one of the three board members is designated by CSI and, as such, CSI is considered to have significant influence over the investee.

On December 17, 2009, the Company established a joint venture, Suzhou Gaochuangte New Energy Co., Ltd., for total cash consideration of \$2,929,020. CSI holds a 40% voting interest and one of the three board members is designated by CSI and, as such, CSI is considered to have significant influence over the investee.

On November 30, 2010, CSI acquired 50% interest in a joint venture, Nernst New Energy (Suzhou) Co., Ltd., for cash consideration of \$1,503,531. The chairman of the board, who is designated by the other investor, has veto rights over all the operating and financial proposals from CSI and, as such CSI is not considered to have control, but does exercise significant influence, over the investee.

**CANADIAN SOLAR INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**8. BANK BORROWING**

	At December 31, 2009	At December 31, 2010
	\$	\$
Bank borrowings	280,992,349	609,978,254
Analysis as:		
Short-term	211,595,078	489,380,618
Long-term, current portion	40,107,071	51,139,457
Subtotal for short term	251,702,149	540,520,075
Long-term, non-current portion	29,290,200	69,458,179
Total	280,992,349	609,978,254

In the years ended December 31, 2009 and 2010, the maximum bank credit facilities granted to the Company were \$505,014,924 and \$1,331,189,998, respectively, of which \$280,992,349 and \$609,978,254 were drawn down and \$224,022,575 and \$721,211,744 were available, respectively.

As of December 31, 2010, short-term borrowings of \$98,386,088 and long-term borrowings of \$60,398,396 were secured by property, plant and equipment with carrying amounts of \$36,235,847, inventory of \$30,000,000 and a prepaid land use right of \$1,196,578.

**a) Short-term**

The Company's short-term bank borrowings consisted of the following:

	At December 31, 2009	At December 31, 2010
	\$	\$
Short-term borrowings guaranteed by Dr. Shawn Qu	37,012,750	37,749,000
Short-term borrowing secured by account receivable	2,912,634	—
Short-term borrowings secured by restricted cash	60,813,374	84,381,806
Short-term borrowings secured by inventory	5,764,876	—
Short-term borrowings secured by land use right and property, plant and equipment	10,251,570	53,286,488
Notes	2,929,020	73,988,040
Unsecured short-term borrowings	91,910,854	239,975,284
<b>Long-term Loans due within one year</b>		
Unsecured	14,645,100	6,039,857
Secured by inventory	—	30,000,000
Secured by property, plant and equipment	25,461,971	15,099,600
Total	251,702,149	540,520,075

The average interest rate on short-term borrowings was 3.13% and 3.59% per annum for the years ended December 31, 2009 and 2010, respectively. The borrowings are repayable within one year.

On February 14, 2008, CSI Cells Co., Ltd. entered into a loan agreement of \$1,509,960 with the local government for the research and development of low-cost solar cells. The borrowing was unsecured, interest-free, has a maturity of three years and does not contain any financial covenants or restrictions.

## CANADIAN SOLAR INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

On June 27, 2008, CSI Central Solar Power Co., Ltd. entered into a loan agreement with a local Chinese commercial bank for the construction of solar wafer production lines. The total credit facility under this agreement is \$30,199,200, which required repayment of \$15,099,600 in 2010 and 2011, respectively. Interest is due quarterly in arrears. The outstanding balance as of December 31, 2010 was \$15,099,600, secured by equipment of CSI Central Solar Power Co., Ltd. and guaranteed by CSI Cells Co., Ltd. The borrowing bears a floating base interest rate published by People's Bank of China for borrowings with the same maturities and does not contain any financial covenants or restrictions.

On September 29, 2010, Canadian Solar Manufacturing (Changshu) Inc. entered into a loan agreement with Standard Chartered Bank for working capital purposes. The total credit facility under the agreement is \$30,000,000, which requires repayment of \$14,400,000 and \$15,600,000 in 2011 and 2012, respectively. Interest is due monthly in arrears. The outstanding balance as of December 31, 2010 was \$30,000,000. The borrowing bears an interest rate of 4.5% and contains several financial covenants. As of December 31, 2010, CSI was not in compliance with one of the financial covenants, which required them to maintain consolidated net assets of no less than \$590,000,000. Accordingly, the entire outstanding borrowing is immediately due and payable, at the option of the bank, and has been classified as a short-term borrowing as of December 31, 2010.

**b) Long-term**

The Company's long-term bank borrowings consisted of the following:

	At December 31, 2009	At December 31, 2010
	\$	\$
Unsecured	10,983,825	9,059,783
Long-term Borrowings secured by land use right and property, plant and equipment	18,306,375	60,398,396
<b>Total</b>	<b>29,290,200</b>	<b>69,458,179</b>

The average interest rate on long-term borrowings was 4.68% and 5.75% per annum for the years ended December 31, 2009 and 2010, respectively.

On June 25, 2009, CSI Solar Power Inc. entered into several loan agreements with a local Chinese commercial bank for the construction of solar wafer production lines. The total credit facility under those agreements is \$13,589,680, which requires repayment of \$4,529,897, \$4,529,897, \$3,019,926 and \$1,509,960 in 2011, 2012, 2013 and 2014, respectively. Interest is due quarterly in arrears. The outstanding balance as of December 31, 2010 was \$13,589,680 and was guaranteed by CSI Cells Co., Ltd. The borrowing bears a floating base interest rate published by People's Bank of China for borrowings with the same maturities and does not contain any financial covenants or restrictions. On January 20, 2010, CSI Solar Power Inc. was merged into Canadian Solar Manufacturing (Changshu) Inc., and the loan was transferred to Canadian Solar Manufacturing (Changshu) Inc.

On May 31, 2010, CSI Cells Co., Ltd. entered into a syndicated loan agreement with local Chinese commercial banks for the expansion of solar cell production capacity. The total credit facility under this agreement is \$134,069,349 or equivalent RMB amount with two tranches. The first tranche has a credit limit of \$65,804,057, which requires repayment within one year. The second tranche has a credit limit of \$68,265,292. As of December 31, 2010, CSI Cells Co., Ltd. has drawn \$49,076,811 from the first tranche in RMB, and \$37,749,000 from the second tranche in RMB. Both tranches bear the base interest rate published by People's Bank of China for the same maturity for RMB denominated borrowings. Interest under both tranches is due quarterly in arrears. Outstanding borrowings under this agreement were \$86,825,811 at December 31, 2010, are secured by the land use right and buildings of CSI Cells Co., Ltd and are guaranteed

**CANADIAN SOLAR INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

by CSI Solar Power (China) Inc., Canadian Solar Manufacturing (Luoyang) Inc. and Canadian Solar Manufacturing (Changshu) Inc. The agreement does not contain any financial covenants or restrictions.

On November 11, 2010, Canadian Solar Manufacturing (Changshu) Inc. entered into a loan agreement with a local Chinese commercial bank for the expansion of solar module production lines. The total credit facility under this agreement is \$45,298,800, which requires repayments of \$15,099,600, \$15,099,600 and \$15,099,600 in 2012, 2013 and 2014, respectively. The outstanding balance as of December 31, 2010 was \$22,649,396, which was secured by the land use right and buildings of Canadian Solar Manufacturing (Changshu) Inc. and guaranteed by CSI Cells Co., Ltd. and Canadian Solar Manufacturing (Luoyang) Inc. Interest is due quarterly in arrears. The borrowing bears a floating rate equal to 95% of the base interest rate published by People's Bank of China and does not contain any financial covenants or restrictions.

Future principal repayment on the long-term bank loans are as follows:

2011	51,139,457
2012	19,629,497
2013	10,569,722
2014 and after	39,258,960
Total	120,597,636
Less: future principal repayment related to long-term loan, current portion	(51,139,457)
Total long-term portion	<u>\$ 69,458,179</u>

**c) Interest expense**

	Years Ended December 31		
	2008	2009	2010
	\$	\$	\$
Interest capitalized	1,188,135	1,306,686	1,686,262
Interest expense	12,201,293	9,458,983	22,164,363
Total interest incurred	<u>13,389,428</u>	<u>10,765,669</u>	<u>23,850,625</u>

**9. SHORT-TERM NOTES PAYABLE**

The Company enters into arrangements with banks wherein the banks issue notes to the Company's vendors, which effectively serve to extend the payment date of the associated accounts payable. Vendors may present the notes for payment to a bank, including the bank issuing the note, prior to the stated maturity date, but generally at a discount from the face amount of the note. Although the option is available, the Company's vendors rarely pursue settlement in advance of the note maturity date. Further, the Company is required to deposit restricted cash balances with the issuing bank, which are utilized to immediately repay the bank upon the banks' settlement of the notes. Given the purpose of these arrangements is to extend the payment dates of accounts payable, the Company has recorded such amounts as short-term notes payable. As payments by the bank are immediately repaid by the Company's restricted cash balances with that same bank, the notes payable do not represent cash borrowings from the bank and, as such, the associated cash payments have been recorded by the Company as an operating activity in the consolidated statements of cash flows. As of December 31, 2009 and 2010, short-term notes payable was \$105,217,737 and \$9,969,217, respectively.

CANADIAN SOLAR INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

10. ACCRUED WARRANTY COSTS

The Company's warranty activity is summarized below:

	<u>2008</u>	<u>2009</u>	<u>2010</u>
	\$	\$	\$
Beginning balance	3,878,755	10,846,719	16,899,522
Warranty provision	6,978,411	6,199,240	14,707,513
Warranty costs incurred	<u>(10,447)</u>	<u>(146,437)</u>	<u>(382,129)</u>
Ending balance	<u>10,846,719</u>	<u>16,899,522</u>	<u>31,224,906</u>

11. CONVERTIBLE NOTES

2007 Convertible Note Subscription Agreement

On December 11, 2007, the Company signed a subscription agreement for the issuance of convertible notes of \$75,000,000 (the "2007 Notes").

The terms of the 2007 Notes are described as follows:

*Maturity date.* The 2007 Notes mature on December 15, 2017.

*Interest.* The 2007 Note holders are entitled to receive interest at 6% per annum on the principal outstanding, in semi-annually installments, payable in arrears.

*Conversion.* The initial conversion rate is 50.6073 shares per \$1,000 initial principal amount, which represents an initial conversion price of approximately \$19.76 per share. The 2007 Notes are convertible at any time prior to maturity. The conversion rate is subject to change for certain anti-dilution events and upon a change in control. If the holders elect to convert the 2007 Notes upon a change of control, the conversion rate will increase by a number of additional shares as determined by reference to an adjustment schedule based on the date on which the change in control becomes effective and the price paid per common share in the transaction (referred to as the "Fundamental Change Make-Whole Premium"). The Make-Whole Premium is intended to compensate holders for the loss of time value upon early exercise.

*Redemption.* The holders may require the Company to repurchase the 2007 Notes for cash on December 24, 2012 and December 15, 2014, at a repurchase price equal to 100% of the principal amount, plus accrued and unpaid interest. The Company may redeem the notes on or after December 24, 2012 at a redemption price equal 100% of the principal amount of the notes, plus accrued and unpaid interest, (i) in whole or in part the closing price for our common shares exceeds 130% of the conversion price for at least 20 trading days within a period of 30 consecutive trading days ending within five trading days of the notice of redemption or (ii) in whole only, if at least 95% of the initial aggregate principal amount of the 2007 Notes originally issued have been redeemed, converted or repurchased and, in each case, cancelled.

The Company recognized both the debt and equity components associated with the 2007 Notes. The debt component was recognized at the fair value of a similar instrument that does not have an associated equity component, which initially amounted to \$62,686,088. The equity component was recognized as the difference between the proceeds and the fair value of the debt component. Offering costs incurred for the issuance of the 2007 Notes amounted to \$3,351,634, which were allocated to the debt and equity components in proportion to the allocation of the proceeds and were accounted for as debt issuance costs and equity issuance costs, respectively. The initial debt issuance costs amounted to \$2,801,344. The debt discount (measured as the difference between the proceeds and the initial debt component plus debt issuance costs) are being amortized

**CANADIAN SOLAR INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

through interest expense over the period from December 10, 2007, the date of issuance, to December 24, 2012, the earliest redemption date, using the effective interest rate method, which was 11.4% for the years ended December 31, 2009 and 2010, respectively. Amortization expense of \$35,638 and \$39,816 was recorded for the years ended December 31, 2009 and 2010, respectively. In addition, coupon interest of \$60,000 and \$60,000 was recorded for the years ended December 31, 2009 and 2010, respectively.

On May 27, 2008, the Company offered to increase the conversion rate, based on a specified formula, to induce the holders of the 2007 Notes to convert their notes into the Company's common shares (the "Offer") on or before June 24, 2008.

On June 27, 2008, the Company announced an increased conversion rate of 53.6061 in accordance with the terms of the Offer and issued 3,966,841 common shares in exchange for \$74,000,000 in principal amount of the 2007 Notes. The induced conversion resulted in a charge to earnings of \$10,170,118, which was equal to the fair value of all common shares and cash consideration transferred in the transaction in excess of the fair value of the common shares issuable pursuant to the original conversion terms. In addition, the Company recognized \$2,429,524 as a gain on debt extinguishment, equal to the difference between the consideration attributed to the debt component and the sum of (a) the net carrying amount of the debt component and (b) any unamortized debt issuance costs. In addition, upon conversion, \$13,766,173 in unamortized debt discount and debt issuance costs was reclassified to common shares.

Details of convertible notes as of December 31, 2009 and 2010 are as follows:

	<u>At December 31,</u> <u>2009</u>	<u>At December 31,</u> <u>2010</u>
	\$	\$
Carrying amount of the equity component	156,848	156,848
Principal amount of the debt component	1,000,000	1,000,000
Unamortized debt discount	134,000	94,184
Net carrying amount of the debt component	<u>866,000</u>	<u>905,816</u>

As of December 31, 2010, the remaining period over which the discount on the debt component will be amortized was two years, and the conversion price and the number of shares upon conversion were approximately \$19.76 per share and 50,607, respectively. The intrinsic value, as measured by the amount by which the instrument's if-converted value exceeds its principal amount, regardless of whether the instrument is currently convertible, was nil.

**12. RESTRICTED NET ASSETS**

As stipulated by the relevant laws and regulations applicable to China's foreign investment enterprise, the Company's PRC subsidiaries are required to make appropriations from net income as determined under accounting principles generally accepted in the PRC ("PRC GAAP") to non-distributable reserves, which include a general reserve, an enterprise expansion reserve and staff welfare and bonus reserve. The wholly-owned PRC subsidiaries are not required to make appropriations to the enterprise expansion reserve but appropriations to the general reserve are required to be made at not less than 10% of the profit after tax as determined under PRC GAAP. The board of directors determines the staff welfare and bonus reserve.

The general reserve is used to offset future losses. The subsidiaries may, upon a resolution passed by the stockholder, convert the general reserve into capital. The staff welfare and bonus reserve is used for the collective welfare of the employee of the subsidiaries. The enterprise expansion reserve is for the expansion of the subsidiaries' operations and can be converted to capital subject to approval by the relevant authorities. These reserves represent appropriations of the retained earnings determined in accordance with Chinese law.

**CANADIAN SOLAR INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

In addition to the general reserve, the Company's PRC subsidiaries are required to obtain approval from the local PRC government prior to distributing any registered share capital. Accordingly, both the appropriations to general reserve and the registered share capital of the Company's PRC subsidiaries are considered as restricted net assets amounting to \$491,209,279 as of December 31, 2010.

**13. INCOME TAXES**

The provision for income taxes is comprised of the following:

	Years Ended December 31,		
	2008	2009	2010
	\$	\$	\$
<b>Income (Loss) before Income Tax</b>			
Canada	(31,376,639)	(8,876,370)	18,354,204
Other	<u>33,496,558</u>	<u>30,352,504</u>	<u>49,228,109</u>
	<u>2,119,919</u>	<u>21,476,134</u>	<u>67,582,313</u>
<b>Current Tax</b>			
Canada	9,268,794	4,790,780	9,563,915
Other	<u>2,837,939</u>	<u>5,608,127</u>	<u>13,793,997</u>
	<u>12,106,733</u>	<u>10,398,907</u>	<u>23,357,912</u>
<b>Deferred Tax</b>			
Canada	571,861	(3,213,987)	(848,566)
Other	<u>(3,024,814)</u>	<u>(8,486,985)</u>	<u>(5,755,429)</u>
	<u>(2,452,953)</u>	<u>(11,700,972)</u>	<u>(6,603,995)</u>
<b>Total Income Tax (Benefit) Expense</b>			
Canada	9,840,655	1,576,793	8,715,349
Other	<u>(186,875)</u>	<u>(2,878,858)</u>	<u>8,038,568</u>
	<u>9,653,780</u>	<u>(1,302,065)</u>	<u>16,753,917</u>

The Company was incorporated in Ontario, Canada and is subject to both federal and Ontario provincial corporate income taxes at a rate of 33.50%, 33% and 31% for the years ended December 31, 2008, 2009 and 2010, respectively.

Canadian Solar (USA) Inc. was incorporated in Delaware, USA and is subject to both federal and California provincial corporate income taxes at a rate of 39.83% for the years ended 2008, 2009 and 2010, respectively.

The major operating subsidiaries, CSI Solartronics (Changshu) Co., Ltd., CSI Solar Technologies Inc., CSI Cells Co., Ltd., Canadian Solar Manufacturing (Luoyang) Inc. (formerly known as CSI Central Solar Power Co., Ltd.) and Canadian Solar Manufacturing (Changshu) Inc. (formerly known as Changshu CSI Advanced Solar Inc.) were governed by the PRC Enterprise Income Tax Law ("EIT Law"), which replaced the old Income Tax Law of PRC Concerning Foreign Investment and Foreign Enterprises and various local income tax regulations (the old "FEIT Law"), effective from January 1, 2008.

Under the new EIT Law, domestically owned enterprises and foreign-invested enterprises ("FIEs") are subject to a uniform tax rate of 25%. The new EIT Law also provides a five-year transition period starting from its effective date for those enterprises which were established before the promulgation date of the new EIT Law and which were entitled to a preferential lower tax rate and tax holiday under the old FEIT Law or



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

regulations. The tax rate of such enterprises will transition to the 25% uniform tax rate within a five-year transition period and the tax holiday, which was enjoyed by such enterprises before the effective date of the new EIT Law, may continue to be enjoyed until the end of the tax holiday.

Accordingly, from January 1, 2008, the tax rates applicable on the Company's major operating subsidiaries are summarized as follows:

Company	
CSI Solartronics (Changshu) Co., Ltd.	25%
CSI Solar Technologies Inc.	Exempted for 2008 and 2009 and 12.5% for 2010, 2011 and 2012 (half reduction on 25%)
CSI Cells Co., Ltd.	Exempted for 2008 and 12.5% for 2009, 2010 and 2011 (half reduction on 25%)
Canadian Solar Manufacturing (Luoyang) Inc. (formerly known as CSI Central Solar Power Co., Ltd.)	Exempted for 2008 and 12.5% for 2009, 2010 and 2011 (half reduction on 25%)
Canadian Solar Manufacturing (Changshu) Inc. (formerly known as Changshu CSI Advanced Solar Inc.)	Exempted for 2008 and 2009 and 12.5% for 2010, 2011 and 2012 (half reduction on 25%)

Undistributed earnings of the Company's foreign subsidiaries of approximately \$146.7 million at December 31, 2010 are considered to be indefinitely reinvested and no provision for withholding taxes has been provided thereon.

The Company makes an assessment of the level of authority for each of its uncertain tax positions (including the potential application of interests and penalties) based on their technical merits, and has measured the unrecognized benefits associated with such tax positions. This liability is recorded in liability for uncertain tax positions in the consolidated balance sheet. In accordance with the Company's policies, it accrues and classifies interest and penalties related to unrecognized tax benefits as a component of the income tax provision. The amount of interest and penalties accrued as of December 31, 2009 and 2010 was approximately \$1,751,342 and \$2,269,049, respectively. The Company does not anticipate any significant increases or decreases to its liabilities for unrecognized tax benefits within the next 12 months.

The following table indicates the changes to the Company's liabilities for uncertain tax positions for the years ended December 31, 2009 and 2010, respectively.

	At December 31, 2009	At December 31, 2010
	\$	\$
Beginning balance	8,703,830	10,704,916
Gross increases — additions for tax positions and the additional interest and penalties taken for the year	2,001,086	755,414
Ending balance	<u>10,704,916</u>	<u>11,460,330</u>

The Company is subject to taxation in Canada and China. The Company's tax years from 2004 through 2010 are subject to examination by the tax authorities of Canada. With few exceptions, the Company is no longer subject to federal taxes for years prior to 2005 and Ontario taxes for years prior to 2004. The Company's tax years from 2002 through 2010 are subject to examination by the PRC tax authorities due to its permanent establishment in China.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

According to the PRC Tax Administration and Collection Law, the statute of limitations is three years if the underpayment of income taxes is due to computational errors made by the taxpayer. The statute of limitations will be extended to five years under special circumstances, which are not clearly defined, but an underpayment of income tax liability exceeding RMB100,000 is specifically listed as a special circumstance. In the case of a transfer pricing related adjustment, the statute of limitations is ten years. There is no statute of limitations in the case of tax evasion. The Company's PRC subsidiaries are therefore subject to examination by the PRC tax authorities from 2005 through 2010 on non-transfer pricing matters, and from 2000 through 2010 on transfer pricing matters."

The principal components of deferred income tax assets are as follows:

	At December 31, 2009	At December 31, 2010
	\$	\$
<b>Deferred tax assets:</b>		
Accrued warranty costs	5,126,058	9,083,240
Bad debt provision	4,604,892	3,239,612
Issuance costs	3,414,898	1,849,697
Inventory write-down	2,989,772	3,358,735
Depreciation difference of property, plant and equipment	2,903,356	5,829,316
Loss on firm purchase commitment	1,727,852	1,986,063
Net operating loss carried forward	2,901,339	3,834,258
Others	2,134,867	2,285,344
Total deferred tax assets	25,803,034	31,466,265
Valuation allowance	(2,194,062)	(2,082,609)
Total deferred tax assets, net off valuation allowance	<u>23,608,972</u>	<u>29,383,656</u>
<b>Analysis as:</b>		
Current	12,699,194	12,658,307
Non-current	10,909,778	16,725,349
	<u>23,608,972</u>	<u>29,383,656</u>
<b>Deferred tax liabilities:</b>		
Financial derivatives assets	—	274,521
<b>Analysis as:</b>		
Current	—	274,521
Non-current	—	—
	<u>—</u>	<u>274,521</u>

Valuation allowances have been established for deferred tax assets based on a more likely than not threshold. As of December 31, 2010, a valuation allowance of \$2,082,609 has been recorded in order to measure only the portion of the deferred tax asset that more likely than not will be realized.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The subsidiaries, which the net operating loss carried forward, mentioned above belongs to and the expiration years are as follows:

	At December 31, 2010	Expiration Year
	\$	
Net operating loss carried forward:		
CSI Solartronics (Changshu) Co., Ltd.	1,739,120	2015
CSI Solar Manufacture Inc.	2,897,652	2015
Canadian Solar Solutions Inc.	2,532,251	2030
Canadian Solar Manufacturing (Changshu) Inc.	10,482,080	2015
Canadian Solar Manufacturing (Ontario) Inc.	737,671	2030
CSI Solar New Energy (Suzhou) Co. Ltd.	70,823	2030
Total	<u>18,459,597</u>	

A reconciliation between the provision for income tax computed by applying Canadian federal and provincial statutory tax rates to income before income taxes and the actual provision and benefit for income taxes is as follows:

	Years Ended December 31,		
	2008	2009	2010
	\$	\$	\$
Combined federal and provincial income tax rate	34%	33%	31%
Taxable income not included in pre-tax income	384%	0%	0%
Expenses not deductible for tax purpose	220%	31%	3%
Tax exemption and tax relief granted to the Company	(249)%	(64)%	(8)%
Effect of different tax rate of subsidiary operations in other jurisdiction	(176)%	(16)%	(3)%
Unrecognized tax benefits	372%	9%	1%
Change of tax rates in the following years	(161)%	(8)%	(2)%
Valuation allowance	—	10%	2%
Exchange gain (loss)	31%	(1)%	1%
	<u>455%</u>	<u>(6)%</u>	<u>25%</u>

The aggregate amount and per share effect of the tax holiday are as follows:

	Years Ended December 31,		
	2008	2009	2010
	\$	\$	\$
The aggregate dollar effect	<u>5,281,258</u>	<u>13,702,582</u>	<u>5,561,168</u>
Per share effect — basic	<u>0.17</u>	<u>0.37</u>	<u>0.13</u>
Per share effect — diluted	<u>0.17</u>	<u>0.36</u>	<u>0.13</u>

In accordance with the EIT Law, dividends, which arise from profits of foreign invested enterprises (“FIEs”) earned after January 1, 2008, are subject to a 10% withholding income tax. Under applicable accounting principles, a deferred tax liability should be recorded for taxable temporary difference attributable to excess of financial reporting basis over tax basis in the investment in a foreign subsidiary. However, a deferred tax liability is not recognized if the basis difference is not expected to reverse in the foreseeable future and is expected to be permanent in duration. The Company believes that the PRC subsidiaries’ undistributed earnings of approximately \$146.7 million at December 31, 2010 are considered to be indefinitely

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reinvested to the PRC entities. As such, no deferred taxes have been recorded on the excess financial reporting basis of the Company's PRC subsidiaries as these differences are not expected to reverse in the foreseeable future and are expected to be permanent in duration.

**14. EARNINGS PER SHARE**

The following table sets forth the computation of basic and diluted gain (loss) per share for the periods indicated:

	Years Ended December 31,		
	2008	2009	2010
	\$	\$	\$
Net income (loss) attributable to Canadian Solar Inc. — basic and diluted	\$ (7,533,861)	\$ 22,645,884	\$ 50,568,919
Weighted average number of common shares — basic	31,566,503	37,137,004	42,839,356
Diluted share number from share options and restricted shares	—	590,134	838,852
Weighted average number of common shares — diluted	31,566,503	37,727,138	43,678,208
Basic earnings (loss) per share	\$ (0.24)	\$ 0.61	\$ 1.18
Diluted earnings (loss) per share	\$ (0.24)	\$ 0.60	\$ 1.16

The following table sets forth anti-dilutive shares excluded from the computation of diluted earnings (loss) per share for the periods indicated.

	Years Ended December 31,		
	2008	2009	2010
	\$	\$	\$
Convertible notes	50,607	50,607	50,607
Share options and restricted shares	740,326	597,842	426,716
	<u>790,933</u>	<u>648,449</u>	<u>477,323</u>

**15. RELATED PARTY BALANCES AND TRANSACTIONS**

***Related party balances:***

The amount due from related party of \$1,355,760 as of December 31, 2010 is a trade receivable from the affiliate Suzhou Gaochuangte New Energy Co. Ltd (“Gaochuangte”) for module products sold under a tolling arrangement.

The amount due to related party of \$260,683 as of December 31, 2009 is a government award to Dr. Shawn Qu, Chairman, President, Chief Executive Officer, director and major stockholder of the Company, which was initially paid to the Company.

The amount due to related party of \$2,445,200 as of December 31, 2010 consists of (i) a government award of \$268,773 payable to Dr. Shawn Qu, Chairman, President, Chief Executive Officer, director and major stockholder of the Company, which was initially paid to the Company, and (ii) a trade payable of \$2,176,247 to Suzhou Gaochuangte New Energy Co. Ltd. for processing services provided under a tolling arrangement.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

**Related party transactions:**

The Company borrowed \$30,000,000 in June 2008 from Mr. Shawn Qu, with an interest rate of 7%. The unsecured borrowing was used for working capital purposes and was repaid in December 2008.

During the years ended December 31, 2008, 2009 and 2010, the Company paid loan interest to Mr. Shawn Qu of \$737,543, nil and nil, respectively.

In 2010, the Company outsourced module processing services to Gaochuangte, which purchased module products from the Company and sold the finished products back to the Company after the completion of the processing services. There was RMB13,973,369 (approximately \$2,067,011) module products sold to Gaochuangte in 2010 for their further processing, and RMB14,412,616 (approximately \$2,131,986) in finished goods purchased back from Gaochuangte.

**16. FIRM PURCHASE COMMITMENTS**

In 2007, the Company entered into a twelve-year wafer supply agreement with Deutsche Solar AG, under which the Company is required to purchase a contracted minimum volume of wafers at pre-determined fixed prices and in accordance with a pre-determined schedule, commencing January 1, 2009. The fixed prices may be adjusted annually at the beginning of each calendar year by Deutsche Solar AG to reflect certain changes in their material costs. The agreement also contains a take-or-pay provision, which requires the Company to pay the contracted amount regardless of whether the Company acquires the contracted annual minimum volumes. In 2009, the Company did not meet the minimum volume requirements under the agreement. Deutsche Solar AG agreed that the Company could fulfill its fiscal 2009 purchase obligation in fiscal 2010. In 2010, the Company fulfilled its 2009 purchase commitment under the agreement but did not meet the minimum purchase obligation for 2010. The Company believes that it is more likely than not that the take-or-pay provisions of the agreement are void under German law and, accordingly, as of December 31, 2010 have not accrued for the full \$21,143,853 that would otherwise be due under the take-or-pay provision of the agreement. Rather, the Company has assumed that it will be permitted to purchase its 2010 contracted quantity, in addition to its 2011 contracted quantity, in fiscal 2011 and has included the purchase obligation for both years in its evaluation of impairment of long-term purchase commitments (see Note 2(f)). Although not considered probable, if the Company is not successful in its ongoing negotiations with Deutsche Solar AG, it may be required to make payments and incur additional losses up to the full take-or-pay amount.

Future minimum obligations, inclusive of the 2010 purchase obligation, under the Deutsche Solar AG agreement are as follows:

<u>Year Ending December 31:</u>	<u>s</u>
2011	44,865,970
2012	22,562,516
2013	22,383,516
2014	22,204,515
Thereafter	87,028,054
Total	<u>\$ 199,044,571</u>

**17. COMMITMENTS AND CONTINGENCIES****a) Operating lease commitments**

The Company has operating lease agreements principally for its office properties in the PRC, Canada, Japan and USA. Such leases have remaining terms ranging from one to 116 months and are renewable upon

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negotiation. Rental expenses were \$1,202,904, \$1,914,551, and \$2,916,591 for the years ended December 31, 2008, 2009 and 2010, respectively.

Future minimum lease payments under non-cancelable operating lease agreements at December 31, 2010 were as follows:

<u>Year Ending December 31:</u>	<u>\$</u>
2011	2,558,139
2012	1,577,155
2013	1,314,379
2014	1,208,597
Thereafter	4,723,375
<b>Total</b>	<b><u>11,381,645</u></b>

**b) Property, plant and equipment purchase commitments**

As of December 31, 2010, short-term commitments for the purchase of property, plant and equipment were \$46,319,995.

**c) Supply purchase commitments**

In order to secure future silicon materials, solar wafers and solar cell supply, the Company has entered into several long-term supply agreements with overseas and domestic suppliers over the past several years. Under such agreements, the suppliers agreed to provide the Company with specified quantities of silicon materials, solar wafers and solar cells, and the Company has made prepayments to these suppliers in accordance with the supply contracts. The prices of some supply contracts were pre-determined (Note 16) and others were subject to adjustment to reflect the prevailing market price at the transactions date.

Total purchases under these long-term agreements were approximately \$45,381,751, \$41,021,608 and \$78,567,563 during the years ended December 31, 2008, 2009 and 2010, respectively.

The following is a schedule, by year, of future minimum obligations under all supply agreements as of December 31, 2010, inclusive of the Deutsche Solar AG amounts described in Note 16:

<u>Year Ending December 31:</u>	<u>\$</u>
2011	290,139,332
2012	657,387,689
2013	686,064,378
2014	685,885,378
2015	935,789,021
Thereafter	65,002,539
<b>Total</b>	<b><u>3,320,268,337</u></b>

**d) Contingencies**

LDK

In June 2008, the Company entered into two long-term supply purchase agreements with Jiangxi LDK Solar Hi-Tech Co., Ltd., or LDK, in which the Company was required to purchase a contracted minimum volume of wafers at pre-determined fixed prices and in accordance with a pre-determined schedule. In April 2010, the Company sent notice to LDK and announced termination of these two contracts. In July 2010, the

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Company appealed to Shanghai Arbitration Commission to terminate the contracts and asked LDK to refund an advance of \$9,000,000. In October 2010, LDK counterclaimed against the Company, seeking (1) forfeiture of the \$9,045,708 advance, (2) compensation of approximately RMB377,000,000 (approximately \$56,925,492) for losses due to the alleged breach of the agreements, (3) a penalty of approximately RMB15,200,000 (approximately \$2,295,139) and (4) arbitration expenses up to RMB4,700,000 (approximately \$709,681). The second hearing was held on March 9, 2011, during which the parties presented arguments to the arbitration commission. The arbitration commission will host settlement discussions between the parties in late May 2011. As of December 31, 2009 and 2010, the Company had provided a full allowance against the advance to LDK of \$9,054,708 due to the uncertainty of recovery. However, the Company believes the allegations are without merit and that the potential for additional loss is remote and, accordingly, has not record an additional liability associated with such lawsuit.

Class Action Lawsuits

The Company received a subpoena from the SEC requesting submission of documents relating to, among other things, certain sales transactions in 2009. The Company cannot predict when the SEC will complete its investigation or what its outcome will be. In addition, the Company and certain of the directors and executive officers have been named as defendants in six shareholder class action lawsuits filed in the United States District Court for the Southern District of New York and one filed in the United States District court for the Northern District of California. These lawsuits have been consolidated into one class action, which alleged generally that the Company's financial disclosures during 2009 and early 2010 were false or misleading; asserts claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder; and names the Company, its chief executive officer and its former chief financial officer as defendants. The Company is generally obligated, to the extent permitted by law, to indemnify the directors and officers who are named defendants in these lawsuits.

In addition, a similar class action lawsuit was filed against the Company and certain of Company's executive officers in the Ontario Superior Court of Justice on August 10, 2010. The lawsuit alleges generally that the Company's financial disclosures during 2009 and/or 2010 were false or misleading and brings claims under the shareholders' relief provisions of the Canada Business Corporations Act, Part XXIII.1 of the Ontario Securities Act as well as claims based on negligent misrepresentation. In December 2010, the Company filed a motion to dismiss the Ontario action on the basis that the Ontario Court has no jurisdiction over the claims and potential claims advanced by the plaintiff. The motion was argued in the Ontario Court on May 10 and 11, 2011, and the court scheduled additional hearing in June 2011 on this.

As of December 31, 2010, the Company believed the allegations are without merit, and that the potential for loss was remote and did not record a liability associated with such lawsuits.

Other Tax Contingencies

In May 2011, it came to the Company's knowledge that the Canada Revenue Agency, or CRA, may assess for a deficiency in Canadian withholding tax related to the conversion of the Company's convertible notes into common shares by certain of our pre-IPO investors in June 2006. In the tax clearance certificate process with the pre-IPO investors, the CRA has communicated its view that a higher enterprise value ought to have been used in computing the tax due on the conversion. It is reasonably possible that the CRA may first assess the Company for a deficiency of withholding tax withheld by the Company on behalf of the pre-IPO investors. If the CRA does so, the Company will seek to recover the amount of the assessment from the pre-IPO investors.

As of December 31, 2010, the Company does not believe it is probable that the CRA will assess the Company for the potential withholding deficiency and, accordingly has not recognized a liability in its

**CANADIAN SOLAR INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

consolidated financial statements. The Company has estimated that the amount which may be assessed by the CRA, including interest and penalties, is between nil and \$22.0 million.

**18. SEGMENT INFORMATION**

The Company primarily operates in a single reportable business segment that includes the design, development and manufacture of solar power products.

The following table summarizes the Company's net revenues generated from different geographic locations. The information presented below is based on the location of customer's headquarters:

	Years Ended December 31,		
	2008	2009	2010
	\$	\$	\$
Europe:			
— Germany	427,656,269	272,744,921	623,375,655
— Spain	188,133,256	62,109,973	251,777,174
— Czech	10,445,389	151,342,770	102,194,745
— Italy	—	12,122,345	185,170,195
— Others	4,912,021	24,767,310	30,930,744
Europe Total	<u>631,146,935</u>	<u>523,087,319</u>	<u>1,193,448,513</u>
Asia:			
— China	25,356,557	25,915,331	45,482,615
— Japan	14,697,754	1,885,530	32,667,658
— Others	1,516,420	43,165,242	108,216,158
Asia Total	<u>41,570,731</u>	<u>70,966,103</u>	<u>186,366,431</u>
America	<u>32,288,690</u>	<u>36,907,743</u>	<u>115,694,112</u>
Total net revenues	<u>705,006,356</u>	<u>630,961,165</u>	<u>1,495,509,056</u>

Substantially all of the Company's long-lived assets are located in the PRC.

**19. MAJOR CUSTOMERS**

Details of customers accounting for 10% or more of total net revenues are as follows:

	Years Ended December 31		
	2008	2009	2010
	\$	\$	\$
Company A	103,620,514	122,904,506	164,522,394
Company B	10,445,389	151,342,770	96,025,973
Company C	88,628,315	3,409,460	12,858,411
Company D	76,660,435	4,436,180	—
Company E	50,637,781	—	—

The accounts receivable from the three customers with the largest receivable balances represents 23%, 15% and 9% of the balance of the account at December 31, 2009, and 10%, 9% and 8% of the balance of the account at December 31, 2010, respectively.



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

**20. EMPLOYEE BENEFIT PLANS**

Employees of the Company located in the PRC are covered by the retirement schemes defined by local practice and regulations, which are essentially defined contribution schemes. The calculation of contributions for these eligible employees is based on 18% of the applicable payroll cost. The expense paid by the Company to these defined contributions schemes was \$1,408,764, \$1,937,179 and \$2,116,173 for the years ended December 31, 2008, 2009 and 2010, respectively.

In addition, the Company is required by PRC law to contribute approximately 10%, 8%, 2% and 2% of applicable salaries for medical insurance benefits, housing funds, unemployment and other statutory benefits, respectively. The PRC government is directly responsible for the payment of the benefits to these employees. The amounts contributed for these benefits were \$1,294,408, \$1,626,522 and \$1,979,476 for the years ended December 31, 2008, 2009 and 2010, respectively.

**21. SHARE OPTIONS**

Prior to 2006, the Company did not grant share-based awards to employees, directors or external consultants who rendered services to the Company.

On May 30, 2006, the Board of Directors approved the adoption of a share incentive plan to provide additional incentives to employees, directors or external consultants. The maximum aggregate number of shares which may be issued pursuant to all awards (including options) is 2,330,000 shares, plus for awards other than incentive option shares, an annual increase to be added on the first business day of each calendar year beginning in 2007 equal to the lesser of one percent (1%) of the number of common shares outstanding as of such date, or a lesser number of common shares determined by the Board of Directors or a committee designated by the Board. In September 2010, the shareholders approved an amendment to the Plan to increase the maximum number of common shares which may be issued pursuant to all awards of options and restricted shares under the Plan to the sum of (i) 2,330,000 plus (ii) the sum of 1% of the number of outstanding common shares of the Company on the first day of each of 2007, 2008 and 2009 and 2.5% of the number of outstanding common shares of the Company outstanding on the first day of each calendar year after 2009. The share incentive plan will expire on, and no awards may be granted after, March 15, 2016. Under the terms of the share incentive plan, options are generally granted with an exercise price equal to the fair market value of the Company's ordinary shares and expire ten years from the date of grant.

*Options to Employees*

As of December 31, 2010, there was \$10,733,857 in total unrecognized compensation expense related to share-based compensation awards, which is expected to be recognized over a weighted-average period of 3.12 years. During the years ended December 31, 2008, 2009 and 2010, \$6,477,909, \$5,025,225 and \$3,641,260 was recognized as compensation expense, respectively. There is no income tax benefit recognized in the income statement for the share-based compensation arrangements in 2008, 2009 and 2010.

Effective from January 1, 2007, the Company began utilizing the Binomial option-pricing model to estimate the fair value of stock options.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following assumptions were used to estimate the fair value of stock options granted in 2008, 2009 and 2010:

	2008	2009	2010
Risk free rate	5.14%~5.95%	4.67%~5.72%	4.25%~4.75%
Average expected exercise term	n/a	n/a	n/a
Volatility ratio	78%~79%	81%~84%	80%~84%
Dividend yield	—	—	—
Annual exit rate	8%	3.56%~5.24%	2.89%~3.36%
Suboptimal exercise factor	3.27~3.70	5.40~6.20	5.00

A summary of the option activity is as follows:

	Number of Options	Weighted Average Exercise Price \$	Weighted Average Remaining Contract Terms	Aggregate Intrinsic Value \$
Options outstanding at January 1, 2010	1,964,007	9.34		
Granted	956,500	12.76		
Exercised	(118,559)	6.95		
Forfeited	(184,282)	7.72		
Options outstanding at December 31, 2010	<u>2,617,666</u>	10.79	8 years	10,148,844
Options vested or expected to vest at December 31, 2010	<u>2,457,313</u>	10.74	8 years	9,787,824
Options exercisable at December 31, 2010	<u>1,246,994</u>	10.08	7 years	6,810,766

The weighted average grant-date fair value of options granted in 2008, 2009 and 2010 was \$22.15, \$5.86 and \$9.62, respectively. The total intrinsic value of options exercised during the years ended December 31, 2008, 2009 and 2010 was \$13,594,533, \$1,743,089 and \$1,786,605, respectively.

***Options and Restricted shares to Non-employees***

On June 30, 2006, the Company granted 116,500 restricted shares to certain consultants for services to be rendered in the two-year period from the date of grant. These shares vested on the anniversary date of June 30, 2007 and 2008 on the straight-line basis. On April 13, 2007, the Company granted 11,650 share options to its external consultants in exchange for its consulting services. The options had an exercise price of \$15 and vested immediately. The Company recorded compensation expenses of \$1,521,353, nil and nil during the years ended December 31, 2008, 2009 and 2010 over the vesting period, with the final computation of fair value measured on the vesting date of these non-employee awards.

***Restricted shares to Employees***

The Company granted 333,190 and 116,500 restricted shares to employees in May 2006 and July 2006, respectively. The restricted shares were granted at nominal value and generally vest over periods from one to four years based on the specific terms of the grants. The difference between the exercise price of the restricted shares and the fair market value of the Company's ordinary shares at the date of grant resulted in total compensation cost of approximately \$7.1 million that will be recognized ratably over the vesting period. During the years ended December 31, 2008, 2009 and 2010, the Company recognized \$1,102,740, \$411,125 and \$235,411 in compensation expense associated with these awards, respectively.

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As of December 31, 2010, there was \$nil of total unrecognized share-based compensation related to unvested restricted share awards.

A summary of the status of the Company's unvested restricted shares granted to both employee and non-employee is presented below:

	Number of Shares	Weighted Average Grant-Date Fair Value \$
Unvested at January 1, 2010	29,125	14.12
Granted	—	—
Vested	29,125	14.12
Cancelled or Forfeited	—	—
Unvested at December 31, 2010	—	—

The total fair value of restricted shares vested during the year ended December 31, 2008, 2009 and 2010 was \$6,365,572, \$433,963 and \$382,994, respectively.

**22. INVESTMENT INCOME (LOSS)**

The following table summarizes the Company's investment income (loss):

	Years Ended December 31,		
	2008	2009	2010
	\$	\$	\$
Sale of subsidiaries	—	1,788,036	210,312
Loss from investment in equity method affiliates	—	—	(63,715)
Impairment of long-term investment	—	—	(3,000,000)
Total investment income (loss)	—	1,788,036	(2,853,403)

In June 2009, the Company and CVB Solar GmbH established a partnership, with the Company owning 70% of, and thereby consolidating as a subsidiary, the partnership. The Company contracted with the partnership to build a ground-mounted solar plant in Bernsdorf, Germany using the Company's solar modules. The project was completed in November 2009 and was sold to a third-party buyer prior to December 31, 2009 for \$2.3 million. The Company recognized a gain from the sale of the partnership of \$1,788,036 as investment income for the year ended December 31, 2009.

The Company owns preferred shares of a privately held entity in an amount that is not sufficient to provide the Company with significant influence over the investee's operations. In 2010, due to the deterioration of the investee's financial position, the Company concluded that the \$3,000,000 preferred share investment was fully impaired.

**APPENDIX 1**

**Subsidiaries of CSI**

The following table sets forth information concerning CSI's subsidiaries:

<b>Subsidiary</b>	<b>Place and Date</b>	<b>Attributable Equity Interest Held</b>	
CSI Solartronics(Changshu) Co., Ltd.	PRC November 23, 2001	100%	Developing solar power project
CSI Solar Technologies Inc.	PRC August 8, 2003	100%	Research and developing solar modules
CSI Solar Manufacture Inc.	PRC January 7, 2005	100%	Production of solar modules
Canadian Solar Manufacturing (Luoyang) Inc. (formerly known as CSI Central Solar Power Co., Ltd.)	PRC February 24, 2006	100%	Manufacture of solar modules, ingots and wafers
Canadian Solar Manufacturing (Changshu) Inc. (formerly known as Changshu CSI Advanced Solar Inc.)	PRC August 1, 2006	100%	Production of solar modules
CSI Cells Co., Ltd.	PRC August 23, 2006	100%	Manufacture of solar cells
Canadian Solar (USA) Inc.	USA June 8, 2007	100%	Sale of solar modules
CSI Project Consulting GmbH	Germany May 26, 2009	70%	Developing solar power project
CVB Solar GmbH	Germany May 26, 2009	70%	Developing solar power project
Canadian Solar Japan K.K	Japan June 21, 2009	91.4%	Sales and marketing modules in Japan
Canadian Solar Solutions Inc.	Canada June 22, 2009	100%	Developing solar power project
CSI Solar Power (China) Inc.	PRC July 7, 2009	100%	Planned investment holding
Canadian Solar EMEA GmbH (formerly known as Canadian Solar (Deutschland) GmbH)	Germany August 21, 2009	100%	Planned sales agency of solar modules
CSI Solar New Energy (Suzhou) Co. Ltd.	China February 9, 2010	100%	Production of solar modules
Canadian Solar Manufacturing (Ontario) Inc.	Canada June 30, 2010	100%	Production of solar modules

\* On January 5, 2011, all the shares of CVB Solar GmbH held by CSI was sold to Solmotion GmbH.

**Additional  
Information — Financial Statements Schedule I  
Canadian Solar Inc.**

Schedule I has been provided pursuant to the requirements of Rule 12-04(a) and 4-08(e)(3) of Regulation S-X, which require condensed financial information as to financial position, changes in financial position and results of operations of a parent company as of the same dates and for the same periods for which audited consolidated financial statements have been presented as the restricted net assets of Canadian Solar Inc.'s consolidated and unconsolidated subsidiaries not available for distribution to Canadian Solar Inc. as of December 31, 2010 of \$491,209,279, exceeded the 25% threshold.

These financial statements have been prepared in conformity with accounting principles generally accepted in the United States except that the equity method has been used to account for investments in subsidiaries.

**Financial  
Information of Parent Company**

**Balance Sheets**

	December 31, 2009	December 31, 2010
(In U.S. dollars, except share and per share data)		
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	49,935,750	17,834,643
Restricted cash	150,000	31,626,334
Accounts receivable, net of allowance for doubtful accounts of \$14,446,746 and \$6,080,501 at December 31, 2009 and 2010, respectively	138,326,367	108,939,196
Inventories	32,563,622	30,423,199
Advances to suppliers	—	4,069,236
Amounts due from related parties	92,599,693	108,899,314
Deferred tax assets	4,194,303	1,723,766
Prepaid expenses and other current assets	6,254,889	9,411,569
Total current assets	324,024,624	312,927,257
Advances to suppliers	20,768,495	13,946,324
Investment in subsidiaries	336,827,824	422,256,208
Deferred tax assets	7,570,263	9,648,202
Other non-current assets	3,019,466	5,801,542
<b>TOTAL ASSETS</b>	<b><u>692,210,672</u></b>	<b><u>764,579,533</u></b>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	6,150,845	10,087,952
Amounts due to related parties	184,066,898	160,239,600
Other current liabilities	9,595,268	20,574,458
Total current liabilities	199,813,011	190,902,010
Accrued warranty costs	15,110,121	26,984,958
Convertible notes	866,000	905,816
Liability for uncertain tax positions	10,704,916	11,460,330
<b>TOTAL LIABILITIES</b>	<b><u>226,494,048</u></b>	<b><u>230,253,114</u></b>
Equity:		
Common shares — no par value: unlimited authorized shares, 42,774,485 and 42,893,044 shares issued and outstanding at December 31, 2009 and 2010, respectively	500,322,431	501,145,991
Additional paid-in capital	(61,268,954)	(57,392,283)
Retained earnings	11,541,848	62,110,767
Accumulated other comprehensive income	15,121,299	28,461,944
Total equity	465,716,624	534,326,419
<b>TOTAL LIABILITIES AND EQUITY</b>	<b><u>692,210,672</u></b>	<b><u>764,579,533</u></b>

**Financial  
Information of Parent Company**

**Statements of Operations**

	<b>Years Ended December 31</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
	(In U.S. dollars, except share and per share data)		
Net revenues	624,574,503	602,999,324	1,248,400,119
Cost of revenues	624,628,119	591,746,362	1,201,713,356
Gross profit (loss)	(53,616)	11,252,962	46,686,763
Operating expenses:			
Selling expenses	4,455,132	8,510,250	10,057,347
General and administrative expenses	19,553,100	17,258,546	13,355,609
Research and development expenses	622,383	664,102	792,509
Total operating expenses	24,630,615	26,432,898	24,205,465
Profit (loss) from operations	(24,684,231)	(15,179,936)	22,481,298
Other income (expenses):			
Interest expense	(4,400,736)	(140,314)	(296,678)
Interest income	3,557,683	2,153,462	933,372
Investment loss	—	—	(3,000,000)
Gain on debt extinguishment	2,429,524	—	—
Debt conversion inducement expense	(10,170,118)	—	—
Foreign exchange gain	1,888,000	4,281,909	830,602
Profit (loss) before income taxes and equity in earnings of subsidiaries	(31,379,878)	(8,884,879)	20,948,594
Income tax expense	(9,840,655)	(1,576,793)	(9,956,513)
Equity in earnings of subsidiaries	33,686,672	33,107,556	39,576,838
Net Income (loss)	(7,533,861)	22,645,884	50,568,919

**Financial  
Information of Parent Company**

**Statements of Cash Flows**

	Years Ended December 31,		
	2008	2009	2010
	(In U.S. dollars)		
<b>Operating activities:</b>			
Net Income (loss)	(7,533,861)	22,645,884	50,568,919
Depreciation and amortization	757	5,450	5,888
Allowance for doubtful debts	4,880,241	8,208,800	(7,327,386)
Investment loss	—	—	3,000,000
Amortization of discount on debt	1,179,446	35,638	39,816
Equity in earnings of subsidiaries	(33,686,672)	(33,107,556)	(39,576,838)
Share-based compensation	9,102,002	5,436,350	3,876,671
Gain on debt extinguishment	(2,429,524)	—	—
Debt conversion inducement expense	10,170,118	—	—
<b>Changes in operating assets and liabilities:</b>			
Inventories	(2,361,759)	(29,306,391)	2,140,423
Accounts receivable	8,430,376	(105,141,401)	37,753,416
Amounts due from related parties	(40,246,289)	(9,102,961)	(16,299,621)
Advances to suppliers	(6,074,708)	(7,248,785)	2,752,935
Other current assets	224,152	(327,630)	(4,195,539)
Other non current assets	—	—	(5,786,798)
Accounts payable	(2,411,261)	6,026,101	3,937,109
Advances from customers	(1,483,914)	1,713,862	130,350
Amounts due to related parties	22,314,717	139,080,262	(23,827,298)
Accrued warranty costs	6,069,954	5,618,662	11,874,837
Other current liabilities	(100,189)	3,900,397	10,848,840
Liability for uncertain tax positions	6,425,348	2,001,087	755,415
Deferred taxes	2,068,575	(3,213,988)	392,598
Net cash provided by (used in) operating activities	<u>(25,462,491)</u>	<u>7,223,781</u>	<u>31,063,737</u>



**Financial  
Information of Parent Company**

**Statements of Operations**

	Years Ended December 31,		
	2008	2009	2010
	\$	\$	\$
	(In U.S. dollars)		
<b>Investing activities:</b>			
Increase in restricted cash	—	(150,000)	(31,476,334)
Investment in subsidiaries	(93,600,000)	(74,120,415)	(45,851,545)
Purchase of equity investment	(3,000,000)	—	—
Purchases of property, plant and equipment	(22,174)	(3,497)	(1,172)
Net cash used in investing activities	<u>(96,622,174)</u>	<u>(74,273,912)</u>	<u>(77,329,051)</u>
<b>Financing activities:</b>			
Proceeds from short-term borrowings	30,000,000	—	—
Repayment of short-term borrowings	(30,000,000)	—	—
Issuance costs paid on convertible notes	(381,900)	—	—
Proceeds from issuance of common shares	112,752,500	103,349,924	—
Issuance costs paid for common shares offering	(2,092,636)	(538,581)	—
Proceeds from exercise of stock options	1,937,330	674,424	823,560
Net cash provided by financing activities	<u>112,215,294</u>	<u>103,485,767</u>	<u>823,560</u>
Effect of exchange rate changes	747,321	210,504	13,340,647
Net increase in cash and cash equivalents	(9,122,050)	36,646,140	(32,101,107)
Cash and cash equivalents at the beginning of the year	22,411,660	13,289,610	49,935,750
Cash and cash equivalents at the end of the year	<u>13,289,610</u>	<u>49,935,750</u>	<u>17,834,643</u>
<b>Supplemental disclosure of cash flow information:</b>			
Interest paid	(2,601,581)	(104,676)	(296,678)
Income taxes paid	—	(1,680,672)	(5,204,641)
<b>Supplemental schedule of non-cash activities:</b>			
Issuance cost included in other payable	—	—	—
Conversion of convertible notes to stockholders' equity	72,106,800	—	—

**CANADIAN SOLAR INC.**  
**AMENDED AND RESTATED SHARE INCENTIVE PLAN**

**ARTICLE 1.**

**PURPOSE**

The purpose of the Plan is to permit the Company to attract, motivate and retain the services of Directors, Employees and Consultants upon whose judgment, interest and special effort the successful conduct of the Company's operations is largely dependent and to promote the success and enhance the value of the Company by linking the personal interests of Holders with those of Shareholders by providing Holders with an incentive for outstanding performance to generate superior returns to Shareholders.

This Amended and Restated Plan is effective on the Restatement Effective Date.

**ARTICLE 2.**

**DEFINITIONS AND CONSTRUCTION**

The following terms used in the Plan shall have the meanings specified below, unless the context clearly indicates otherwise. The singular pronoun includes the plural and vice versa.

2.1 "Applicable Accounting Standards" means the generally accepted accounting principles or reporting standards applicable to the Company's consolidated financial statements.

2.2 "Applicable Laws" means the laws of any jurisdiction as they relate to the Plan and Awards and the rules of any securities exchange, national market system or automated quotation system on which the Shares are listed, quoted or traded.

2.3 "Award" means an Option or Restricted Share granted under the Plan.

2.4 "Award Agreement" means any written instrument or document evidencing and setting out the terms and conditions of an Award, including through electronic medium.

2.5 "Board" means the board of directors of the Company.

2.6 "Code" means the United States Internal Revenue Code of 1986, as amended from time to time.

2.7 "Committee" has the meaning set forth in Section 8.1.

2.8 "Company" means Canadian Solar Inc.

2.9 "Consultant" means any consultant or adviser:

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- (a) who is a natural person and renders *bona fide* services to a Service Recipient;
- (b) who has contracted directly with the Service Recipient to render such services; and
- (c) whose services are not in connection with the offer or sale of securities of the Company in a capital-raising transaction and do not directly or indirectly promote or maintain a market for the Company's securities.

2.10 "Corporate Transaction" means any of the following transactions; provided that the Committee shall determine under (f) and (g) whether multiple transactions are related, and its determination shall be final, binding and conclusive:

(a) an amalgamation, arrangement, consolidation or scheme of arrangement in which the Company is not the surviving entity, except for a transaction the principal purpose of which is to change the jurisdiction in which the Company is incorporated or a transaction where, following the transaction, the holders of the Company's voting securities immediately prior to the transaction own fifty percent (50%) or more of the surviving entity;

(b) the direct or indirect acquisition by any person or related group of persons (other than an acquisition from or by the Company or by a Company-sponsored employee benefit plan or by a person that directly or indirectly controls, is controlled by, or is under common control with, the Company) of beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of securities possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities pursuant to a tender or exchange offer made directly to Shareholders which a majority of the Incumbent Board (as defined in (c) below) who are not affiliates or associates of the offeror (within the meaning of Rule 12b-2 under the Exchange Act) do not recommend that Shareholders accept;

(c) the individuals who, as of the Effective Date, are members of the Board (the "Incumbent Board") cease for any reason to constitute at least fifty percent (50%) of the Board; provided that, if the election or nomination for election by Shareholders of any new member of the Board is approved by a vote of at least fifty percent (50%) of the Incumbent Board, such new member of the Board shall be considered as a member of the Incumbent Board;

(d) the sale, transfer or other disposition of all or substantially all of the assets of the Company (other than to a Parent, Subsidiary or Related Entity);

(e) the completion of a voluntary or insolvent liquidation or dissolution of the Company;

(f) any reverse takeover, scheme of arrangement, or series of related transactions culminating in a reverse takeover or scheme of arrangement (including, but not limited to, a tender offer followed by a reverse takeover) in which the Company survives but:

(i) the Shares of the Company outstanding immediately prior to such transaction are converted or exchanged by virtue of the transaction into other property, whether in the form of securities, cash or otherwise, or

(ii) securities possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities are transferred to a person or related group of persons different from those who held such securities immediately prior to such transaction culminating in such takeover or scheme of arrangement,

but excluding any such transaction or series of related transactions that the Committee determines shall not be a Corporate Transaction; or

(g) the acquisition in a single or series of related transactions by any person or related group of persons (other than the Company or by a Company-sponsored employee benefit plan) of beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of securities possessing more than fifty percent (50%) of the total combined voting power of the Company's outstanding securities but excluding any such transaction or series of related transactions that the Committee determines shall not be a Corporate Transaction.

2.11 "Director" means a member of the Board, as constituted from time to time.

2.12 "Disability" of a Holder means:

(a) in the case where the Service Recipient to which the Holder provides services has a long-term disability plan in place and the Holder is a member of that plan, that the Holder qualifies to receive long-term disability payments under the plan; and

(b) in the case where the Service Recipient to which the Holder provides services does not have a long-term disability plan in place or, if it does, the Holder is not a member of that plan, that the Holder is unable to carry out the responsibilities and functions of the position held by the Holder by reason of any medically determinable physical or mental impairment for a period of not less than ninety (90) consecutive days.

A Holder will not be considered to have a Disability unless he or she furnishes proof of such impairment sufficient to satisfy the Committee in its discretion.

2.13 "Effective Date" has the meaning set forth in Section 9.1.

2.14 "Eligible Individual" means any person who is a Director, an Employee or a Consultant, in each case as determined by the Committee; provided that Awards shall not be granted to Directors or Consultants who are resident of any country the Applicable Laws of which do not permit grants to non-employees.

2.15 "Employee" means any person who is employed by a Service Recipient. The payment of a director's fee by a Service Recipient shall not constitute the recipient an employee of the Service Recipient.

2.16 “Exchange Act” means the United States Securities Exchange Act of 1934, as amended from time to time.

2.17 “Fair Market Value” of a Share means, as of any date:

(a) if the Shares are listed on an established and regulated securities exchange, national market system or automated quotation system, the closing sales price for Shares (or the closing bid price, if no sales were reported) as quoted on the principal exchange or system on which the Shares are listed (as determined by the Committee) on the date of determination (or, if no closing sales price or closing bid price was reported on that date, on the last trading date such closing sales price or closing bid was reported), as reported in *The Wall Street Journal* or such other source as the Committee deems reliable;

(b) if the Shares are not listed on an established and regulated securities exchange, national market system or automated quotation system, but are regularly quoted by a recognized securities dealer, the closing sales price for Shares as quoted by such securities dealer on the date of determination; provided that, if the closing sales price is not reported, the Fair Market Value shall be the mean between the high bid and low asked prices for Shares on the date of determination (or, if no such prices were reported on that date, on the last date such prices were reported), as reported in *The Wall Street Journal* or such other source as the Committee deems reliable; or

(c) in the absence of (a) and (b), the Fair Market Value shall be determined by the Committee in good faith and in its sole and absolute discretion by reference to:

(i) the placing price of the latest private placement of Shares and the development of the Company’s business operations and the general economic and market conditions since such latest private placement,

(ii) other third party transactions involving the Shares and the development of the Company’s business operations and the general economic and market conditions since such sale,

(iii) an independent valuation of the Shares, or

(iv) such other methodologies or information as the Committee determines to be indicative of Fair Market Value.

2.18 “Holder” means an Eligible Individual who has been granted an Award.

2.19 “Incentive Option” means an Option that is intended to meet the applicable provisions of Section 422 of the Code. Incentive Options may only be granted to Employees.

2.20 “Non-Employee Director” means a Director who is not an Employee.

2.21 “Non-Qualified Option” means an Option that is not an Incentive Option.

2.22 “Option” means the right to purchase Shares at a specified exercise price.

2.23 “Plan” means this Canadian Solar Inc. Share Incentive Plan, as amended from time to time.

2.24 “Related Entity” means any entity in which the Company or a Subsidiary holds, directly or indirectly, a substantial economic interest, whether through ownership or contractual arrangements, but which is not a Subsidiary and which the Board designates as a Related Entity for purposes of the Plan.

2.25 “Restatement Effective Date” has the meaning set forth in Section 9.1.

2.26 “Restricted Share” means a Share awarded under Article 6 that is subject to certain restrictions and may be subject to risk of forfeiture or repurchase.

2.27 “Securities Act” means the United States Securities Act of 1933, as amended from time to time.

2.28 “Service Recipient” means the Company, a Subsidiary or a Related Entity.

2.29 “Share” means a common share in the capital of the Company.

2.30 “Shareholder” means a holder of Shares.

2.31 “Subsidiary” means any entity (other than the Company), whether domestic or foreign, in an unbroken chain of entities beginning with the Company if each of the entities, other than the last entity in the unbroken chain, beneficially owns, at the time of the determination, securities or other interests representing more than fifty percent (50%) of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

2.32 “Termination of Service” of a Holder means”

(a) in the case of a Holder who is a Consultant, the time when the engagement of the Holder as a Consultant to a Service Recipient terminates for any reason; but excluding a case where the Holder simultaneously commences employment with, enters into another engagement as a Consultant to, or becomes a Director of, the same or another Service Recipient;

(b) in the case of a Holder who is Non-Employee Director, the time when the Holder ceases to be a Director of a Service Recipient for any reason, but excluding a case where the Holder simultaneously commences employment with, or enters into an engagement as a Consultant to, or becomes a Director of, the same or another Service Recipient; and

(c) in the case of a holder who is an Employee, the time when the Holder ceases to be in the employ of a Service Recipient for any reason, but excluding a case where the Holder simultaneously commences employment with, enters into an engagement as a Consultant to, or becomes a Director of, the same or another Service Recipient.

The Committee may, in its sole discretion, determine the effect of all matters and questions relating to a Termination of Service, including, without limitation, whether a particular leave of absence constitutes a Termination of Service; provided that, with respect to Incentive Options, unless the Committee provides to the contrary in the Award Agreement or otherwise, a leave of absence, change in status from an employee to an independent contractor or other change in the employee-employer relationship shall constitute a Termination of Service only if, and to the extent that, such leave of absence, change in status or other change interrupts employment for the purposes of Section 422(a)(2) of the Code and the regulations and revenue rulings thereunder. For purposes of the Plan, a Holder's employee-employer or consultancy relationship shall be deemed to have been terminated if the Service Recipient employing or contracting with the Holder ceases to be a Subsidiary or Related Entity.

2.33 "Trading Date" means the closing of the first sale of Shares to the general public, pursuant to an effective registration statement under Applicable Laws, which results in the Shares being publicly traded on an established securities exchange or national market system.

### ARTICLE 3.

#### SHARES SUBJECT TO THE PLAN

##### 3.1 Number of Shares.

(a) Subject to Article 8 and Section 3.1(b), the maximum number of Shares that may be issued pursuant to all Awards (including Incentive Share Options) is 2,330,000 plus, for Awards other than Incentive Option Shares, the sum of:

(i) one percent (1%) of the number of Shares outstanding on the first day of each of 2007, 2008 and 2009, and

(ii) two and one-half percent (2.5%) of the number of Shares outstanding on the first day of each year after 2009.

(b) If an Award terminates, expires or lapses for any reason, or is settled in cash and not Shares, the Shares subject to the Award shall again be available for the grant of an Award pursuant to the Plan.

3.2 Shares Distributed. Any Shares distributed pursuant to an Award may consist, in whole or in part, of treasury Shares or Shares purchased on the open market or, in the discretion of the Committee, American Depository Shares in an amount equal to the number of Shares which otherwise would be distributed. If the number of Shares represented by an American Depository Share is other than on a one-to-one basis, the limitations of Section 3.1 shall be adjusted to reflect the distribution of American Depository Shares in lieu of Shares.

## ARTICLE 4.

### GRANTING OF AWARDS

4.1 Participation. The Committee shall determine those Eligible Individuals to whom Awards shall be granted and shall determine the nature and amount of each Award, which shall not be inconsistent with the requirements of the Plan. No Eligible Individual shall have any right to be granted an Award pursuant to the Plan.

4.2 Award Agreement. Each Award shall be evidenced by an Award Agreement. Award Agreements evidencing Incentive Options shall contain such terms and conditions as are necessary to satisfy the applicable provisions of Section 422 of the Code.

4.3 Jurisdictions. Notwithstanding any provision of the Plan to the contrary, in order to comply with Applicable Laws, the Committee may:

(a) determine which Subsidiaries and Related Entities shall be covered by the Plan;

(b) determine which Eligible Individuals are eligible to participate in the Plan;

(c) modify the terms and conditions of any Award granted to Eligible Individuals;

(d) establish sub plans and modify exercise and other terms and procedures to the extent that such actions may be necessary or advisable (any such sub plans and/or modifications shall be attached to the Plan as appendices); provided that no such sub plans and/or modifications shall increase the share limitations contained in Section 3.1; and

(e) take any action, before or after an Award is made, that it deems necessary or advisable to obtain any required approvals under or to comply with any Applicable Laws, including, without limitation, necessary governmental regulatory exemptions or approvals or listing requirements of any securities exchange.

## ARTICLE 5.

### OPTIONS

5.1 General. The Committee may grant Options to Eligible Individuals on the following terms and conditions:

(a) Exercise Price. The exercise price per Share subject to an Option shall be a fixed or variable price related to the Fair Market Value of the Shares; provided that no Option may be granted to an individual subject to taxation in the United States at less than the Fair Market Value on the date of grant without compliance with Section 409A of the Code, or the Holder's consent. The exercise price per Share subject to an Option may be amended by the Committee at any time and from time to time without the consent of the Shareholders.



(b) Vesting. The Committee shall specify the period before and during which an Option vests in the Holder and may, at any time after the grant of an Option, accelerate the vesting period on such terms and conditions as may determine. No portion of an Option which is unexercisable on the Termination of Service of the Holder shall thereafter become exercisable, except as may be otherwise provided by the Committee, either in the Award Agreement or otherwise.

(c) Time and Conditions of Exercise. The Committee shall specify the time or times at which an Option may be exercised in whole or in part. The Committee shall also specify any conditions that must be satisfied before all or part of an Option may be exercised.

(d) Partial Exercise. An exercisable Option may be exercised in whole or in part; provided that an Option shall not be exercisable with respect to fractional shares and the Committee may require that a partial exercise must be with respect to a minimum number of Shares.

(e) Manner of Exercise. All or a portion of an exercisable Option shall be deemed exercised upon delivery of all of the following to the Secretary of the Company, or such other person or entity designated by the Committee, or his, her or its office, as applicable:

(i) a written or electronic notice complying with the applicable rules established by the Committee stating that the Option, or such portion thereof, is exercised. The notice shall be signed by the Holder or other person then entitled to exercise the Option or such portion thereof;

(ii) such representations and documents as the Committee deems necessary or advisable to effect compliance with all Applicable Laws. The Committee may also take whatever additional action it deems necessary or advisable to effect such compliance including, without limitation, placing legends on Share certificates and issuing stop-transfer notices to agents and registrars;

(iii) if the Option is exercised pursuant to Section 9.3 by any person or persons other than the Holder, such proof of the right of such person or persons to exercise the Option as the Committee may require; and

(iv) full payment of the exercise price and any withholding taxes applicable to the exercise of the Option, or such portion thereof, in a manner permitted by Section 7.1 and 7.2.

(f) Term. The term of any Option granted under the Plan shall not exceed ten (10) years. Except as limited by the requirements of Section 409A or Section 422 of the Code and the regulations and rulings thereunder, the Committee may extend the term of outstanding Options and, in connection with a Termination of Service of the Holder, may extend the time period during which vested Options may be exercised and may amend any other term or condition of such Options.

(g) Evidence of Grant. All Options shall be evidenced by an Award Agreement between the Company and the Holder. The Award Agreement shall include such additional provisions as may be specified by the Committee.

5.2 Incentive Options. Incentive Options may be granted to Employees of the Company or any Subsidiary which qualifies as a subsidiary corporation under Section 424(e) and (f) of the Code respectively. Incentive Options may not be granted to Employees of a Related Entity or to Directors or Consultants. In addition to the requirements of Section 5.1, the terms of any Incentive Options must comply with the following additional provisions of this Section 5.2:

(a) Expiration of Option. An Incentive Option may not be exercised to any extent by anyone after the first to occur of the following events:

(i) ten (10) years from the date it is granted, unless an earlier time is set in the Award Agreement;

(ii) three (3) months after the Termination of Service of the Holder as an Employee (save in the case of Disability or death); and

(iii) one (1) year after the date of the Termination of Service of the Holder on account of Disability or death. Upon the Holder's Disability or death, any Incentive Options exercisable at the Holder's Disability or death may be exercised by the Holder's legal representative or representatives, by the person or persons entitled to do so pursuant to the Holder's last will and testament or, if the Holder fails to make testamentary disposition of such Incentive Option or dies intestate, by the person or persons entitled to receive the Incentive Option pursuant to the applicable laws of descent and distribution as determined under Applicable Law.

(b) Individual Dollar Limitation. The aggregate Fair Market Value (determined as of the time the Option is granted) of all Shares with respect to which Incentive Options are first exercisable by a Holder in any calendar year may not exceed U.S.\$100,000 or such other limitation as may be imposed under Section 422(d) of the Code, or any successor provision. To the extent that Incentive Options are first exercisable by a Holder in excess of such limitation, the excess shall be considered Non-Qualified Options.

(c) Ten Percent Owners. An Incentive Option may not be granted to any individual who, at the date of grant, owns Shares possessing more than ten percent (10%) of the total combined voting power of all classes of shares of the Company unless such Incentive Option is granted at a price that is not less than one hundred and ten percent (110%) of Fair Market Value on the date of grant and the Incentive Option is exercisable for no more than five years from the date of grant.

(d) Transfer Restriction. The Holder shall give the Company prompt notice of any disposition of Shares acquired by exercise of an Incentive Option within:

(i) two (2) years from the date of grant of such Incentive Option, or

(ii) one (1) year after the transfer of such Shares to the Holder.

(e) Expiration of Incentive Options. No Award of an Incentive Option may be made after the tenth (10<sup>th</sup>) anniversary of the Effective Date.

(f) Right to Exercise. During a Holder's lifetime, an Incentive Option may be exercised only by the Holder.

## ARTICLE 6.

### AWARD OF RESTRICTED SHARES

#### 6.1 Award of Restricted Share.

(a) The Committee may grant Restricted Share to Eligible Individuals, and shall determine the amount and the terms and conditions of, including without limitation the restrictions applicable to, each award of Restricted Shares, which terms and conditions shall not be inconsistent with the Plan, and may impose such conditions on the issuance of such Restricted Share as it deems appropriate.

(b) The Committee shall specify the purchase price, if any, and form of payment for Restricted Shares; provided that such purchase price shall be no less than the par value, if any, of the Shares to be purchased, unless otherwise permitted by Applicable Laws. In all cases, legal consideration shall be required for each issuance of Restricted Shares.

6.2 Rights as Shareholders. Subject to Section 6.4, upon issuance of Restricted Shares, the Holder shall have, unless otherwise provided by the Committee, all the rights of a Shareholder with respect to such Restricted Shares, subject to the restrictions in his or her Award Agreement, including the right to receive all dividends and other distributions paid or made with respect to Shares; provided that any extraordinary distributions with respect to such Restricted Shares shall be subject to the restrictions set forth in Section 6.3.

6.3 Restrictions. All Restricted Shares (including any shares received by Holders thereof with respect to Restricted Shares as a result of share dividends, share splits or any other form of recapitalization) shall, in the terms of each individual Award Agreement, be subject to such restrictions and vesting requirements as the Committee shall provide. Such restrictions may include, without limitation, restrictions concerning voting rights and transferability and such restrictions may lapse separately or in combination at such times and pursuant to such circumstances or based on such criteria as selected by the Committee, including, without limitation, criteria based on the Holder's duration of employment, directorship or consultancy with the Service Recipient, or other criteria selected by the Committee. By action taken after the Restricted Shares are issued, the Committee may, on such terms and conditions as it may determine to be appropriate, accelerate the vesting of such Restricted Shares by removing any or all of the restrictions imposed by the terms of the Award Agreement. Restricted Shares may not be sold or encumbered until all restrictions are terminated or expire.

6.4 Repurchase or Forfeiture of Restricted Shares. If no price was paid by the Holder for the Restricted Shares, upon the Termination of Service of the Holder, the Holder's rights in unvested Restricted Shares then subject to restrictions shall lapse and such Restricted Shares shall be surrendered to the Company and cancelled without consideration. If a purchase price was paid by the Holder for the Restricted Shares, upon the Termination of Service of the Holder, the Company shall have the right to repurchase from the Holder the unvested Restricted Shares then subject to restrictions at a cash price per share equal to the price paid by the Holder for such Restricted Shares or such other amount as may be specified in the Award Agreement. The Committee in its sole discretion may provide that, in the event of certain events, the Holder's rights in unvested Restricted Shares shall not lapse, such Restricted Shares shall vest and shall be non-forfeitable and, if applicable, the Company shall not have a right of repurchase.

6.5 Certificates for Restricted Share. Restricted Shares granted pursuant to the Plan may be evidenced in such manner as the Committee may determine. Certificates or book entries evidencing Restricted Shares must include an appropriate legend referring to the terms, conditions and restrictions applicable to the Restricted Shares and the Company may, in its sole discretion, retain physical possession of any share certificate evidencing Restricted Shares until such time as all applicable restrictions lapse.

## ARTICLE 7.

### ADDITIONAL TERMS OF AWARDS

7.1 Payment. The Committee shall determine the methods by which payments by any Holder with respect to any Awards granted under the Plan shall be made, including, without limitation:

(a) cash or check;

(b) Shares (including, in the case of payment of the exercise price of an Award, Shares issuable pursuant to the exercise of the Award) or Shares held for such period of time as may be required by the Committee in order to avoid adverse accounting consequences under Applicable Accounting Standards, in each case, having a Fair Market Value on the date of delivery equal to the aggregate payments required;

(c) delivery of a notice that the Holder has placed a market sell order with a broker with respect to Shares then issuable upon exercise or vesting of an Award, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to the Company in satisfaction of the aggregate payments required; provided that payment of such proceeds is then made to the Company upon settlement of such sale; or

(d) other form of legal consideration acceptable to the Committee.

The Committee shall also determine the methods by which Shares shall be delivered or deemed to be delivered to Holders. Notwithstanding any other provision of the Plan to the contrary, no Holder shall be permitted to make payment with respect to any Awards granted under the Plan to the extent prohibited by Applicable Law.

7.2 Withholding Tax. No Shares shall be delivered under the Plan to any Holder until such Holder has made arrangements acceptable to the Committee for the satisfaction of any income, employment, social welfare or other tax withholding obligations under Applicable Laws. Each Service Recipient shall have the authority and the right to deduct or withhold, or require a Holder to remit to the applicable Service Recipient, an amount sufficient to satisfy federal, state, local and foreign taxes (including the Holder's employment, social welfare or other tax obligations) required by Applicable Laws to be withheld with respect to any taxable event concerning a Holder arising as a result of the Plan. The Committee may, in its sole discretion and in satisfaction of the foregoing requirement, allow a Holder to elect to have the Company withhold Shares otherwise issuable under an Award (or allow the surrender of Shares). The number of Shares which may be so withheld or surrendered shall be limited to the number of Shares which have a Fair Market Value on the date of withholding or repurchase equal to the aggregate amount of such liabilities based on the minimum statutory withholding rates for tax purposes that are applicable to such taxable income. The Committee shall determine the Fair Market Value of the Shares, consistent with Applicable Laws, for tax withholding obligations due in connection with a broker-assisted cashless Option exercise involving the sale of shares to pay the Option exercise price or any tax withholding obligation.

7.3 Transferability of Awards.

(a) Except as otherwise provided in Section 7.3(b):

(i) no Award under the Plan may be sold, pledged, assigned or transferred in any manner other than by will or the laws of descent and distribution or, subject to the consent of the Committee, as required under applicable domestic relations laws, unless and until such Award has been exercised, or the Shares underlying such Award have been issued, and all restrictions applicable to such shares have lapsed;

(ii) no Award or interest or right therein shall be liable for the debts, contracts or engagements of the Holder or his successors in interest or shall be subject to disposition by transfer, alienation, anticipation, pledge, hypothecation, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempted disposition thereof shall be null and void and of no effect, except to the extent that such disposition is permitted by the preceding sentence; and

(iii) during the lifetime of the Holder, only the Holder may exercise an Award (or any portion thereof) granted to him under the Plan, unless it has been disposed of pursuant to applicable domestic relations law; after the death of the Holder, any exercisable portion of an Award may, prior to the time when such portion becomes unexercisable under the Plan or the applicable Award Agreement, be exercised by his personal representative or by any person or persons empowered to do so under the deceased Holder's will or under the then Applicable Laws of descent and distribution.

(b) Notwithstanding Section 7.3(a), the Committee, in its sole discretion, may determine to permit a Holder to transfer an Award other than an Incentive Option to certain persons or entities related to the Holder, including but not limited to members of the Holder's family, charitable institutions, or trusts or other entities whose beneficiaries or beneficial owners are members of the Holder's family and/or charitable institutions, or to such other persons or entities as may be expressly approved by the Committee, pursuant to such conditions and procedures as the Committee may establish, including the following:

(i) an Award transferred shall not be assignable or transferable other than by will or the laws of descent and distribution;

(ii) an Award transferred shall continue to be subject to all the terms and conditions of the Award as applicable to the original Holder (other than the ability to further transfer the Award); and

(iii) the Holder and the permitted transferee shall execute any and all documents requested by the Committee, including without limitation documents to confirm the status of the transferee as a permitted transferee, satisfy any requirements for an exemption for the transfer under Applicable Laws and evidence the transfer.

(c) Notwithstanding Section 7.3(a), a Holder may, in the manner determined by the Committee, designate a beneficiary to exercise the rights of the Holder and to receive any distribution with respect to any Award upon the Holder's death. A beneficiary, legal guardian, legal representative, or other person claiming any rights pursuant to the Plan is subject to all terms and conditions of the Plan and any Award Agreement applicable to the Holder, except to the extent the Plan and Award Agreement otherwise provide, and to any additional restrictions deemed necessary or appropriate by the Committee. If the Holder is married and resides in a community property jurisdiction, a designation of a person other than the Holder's spouse as his or her beneficiary with respect to more than 50% of the Holder's interest in the Award shall not be effective without the prior written or electronic consent of the Holder's spouse. If no beneficiary has been designated or survives the Holder, payment shall be made to the person entitled thereto pursuant to the Holder's will or the laws of descent and distribution. Subject to the foregoing, a beneficiary designation may be changed or revoked by a Holder at any time provided the change or revocation is filed with the Committee prior to the Holder's death.

#### 7.4 Conditions to Issuance of Shares.

(a) Notwithstanding anything herein to the contrary, the Company shall not be required to issue or deliver any certificates or make any book entries evidencing Shares pursuant to the exercise of any Award unless and until the Committee has determined, with advice of counsel, that the issuance of such Shares is in compliance with all Applicable Laws, and the Shares are covered by an effective registration statement or applicable exemption from registration. In addition to the terms and conditions provided herein, the Committee may require that a Holder make such reasonable covenants, agreements, and representations as the Committee, in its discretion, deems advisable in order to comply with any such laws, regulations, or requirements.

(b) All Share certificates delivered pursuant to the Plan and all Shares issued pursuant to book entry procedures are subject to any stop-transfer orders and other restrictions as the Committee deems necessary or advisable to comply with all Applicable Laws, rules and regulations. The Committee may place legends on any Shares certificate or book entry to reference restrictions applicable to the Shares.

(c) The Committee shall have the right to require any Holder to comply with any timing or other restrictions with respect to the settlement, distribution or exercise of any Award, including a window-period limitation.

(d) No fractional Shares shall be issued and the Committee shall determine, in its sole discretion, whether cash shall be given in lieu of fractional shares or whether such fractional shares shall be eliminated by rounding down.

(e) Notwithstanding any other provision of the Plan, unless otherwise determined by the Committee or required by any Applicable Law, rule or regulation, the Company shall not deliver to any Holder certificates evidencing Shares issued in connection with any Award and instead such Shares shall be recorded in the books of the Company (or, as applicable, its transfer agent or share plan administrator).

7.5 Applicable Currency. The Committee shall designate in the Award Agreement the currency applicable to an Award, which may be in U.S. dollars, Canadian dollars, Chinese Renminbi or such other currency as the Committee shall determine required under Applicable Law. A Holder may be required to provide evidence that any currency used to pay the exercise price of any Award was acquired and taken out of the jurisdiction in which the Holder resides in accordance with Applicable Laws, including foreign exchange control laws and regulations. If the exercise price for an Award is paid in a foreign currency, other than that designated in the Award Agreement, as permitted by the Committee, the amount payable will be determined by conversion at the exchange rate as selected by the Committee on the date of exercise.

## **ARTICLE 8.**

### **ADMINISTRATION**

8.1 Committee. A committee of the Board (the "Committee") shall administer the Plan (except as otherwise permitted herein). The Committee shall comprise two or more Non-Employee Directors appointed by and holding office at the pleasure of the Board, each of whom shall comply with Applicable Laws. Notwithstanding the foregoing:

(a) the full Board, acting by a majority of its members in office, shall conduct the general administration of the Plan with respect to Awards granted to Non-Employee Directors; and

(b) the Board or the Committee may delegate its authority hereunder to the extent permitted by Section 8.6.

8.2 Duties and Powers of Committee. The Committee shall be responsible for the general administration of the Plan in accordance with its provisions. The Committee shall have the power to interpret the Plan and the Award Agreements and to adopt such rules for the administration, interpretation and application of the Plan as are not inconsistent therewith, to interpret, amend or revoke any such rules and to amend any Award Agreement provided that the rights or obligations of the Holder of the Award that is the subject of any such Award Agreement are not affected adversely by such amendment, unless the consent of the Holder is obtained or such amendment is otherwise permitted under Section 9.10. Any such grant or award under the Plan need not be the same with respect to each Holder. Any such interpretations and rules with respect to Incentive Options shall be consistent with the provisions of Section 422 of the Code. In its sole discretion, the Board may at any time and from time to time exercise any and all rights and duties of the Committee under the Plan except with respect to matters which under Applicable Law are required to be determined in the sole discretion of the Committee.

8.3 Action by the Committee. Each member of the Committee is entitled to, in good faith, rely or act upon any report or other information furnished to that member by any officer or other employee of a Service Recipient, the Company's independent certified public accountants or any executive compensation consultant or other professional retained by the Company to assist in the administration of the Plan.

8.4 Authority of Committee. Subject to any specific designation in the Plan, the Committee has the exclusive power, authority and sole discretion to:

- (a) designate Eligible Individuals to receive Awards;
- (b) determine the type or types of Awards to be granted to each Eligible Individual;
- (c) determine the number of Awards to be granted and the number of Shares to which an Award will relate;
- (d) determine the terms and conditions of any Award granted pursuant to the Plan, including, but not limited to, the exercise price, grant price, or purchase price, any reload provision, any restrictions or limitations on the Award, any schedule for vesting, lapse of forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations or waivers thereof, and any provisions related to non-competition and recapture of gain on an Award, based in each case on such considerations as the Committee in its sole discretion determines;
- (e) determine whether, to what extent, and pursuant to what circumstances an Award may be settled in, or the exercise price of an Award may be paid in cash, Shares, other Awards, or other property, or an Award may be canceled, forfeited, or surrendered;
- (f) prescribe the form of each Award Agreement, which need not be identical for each Holder;
- (g) decide all other matters that must be determined in connection with an Award;



- (h) establish, adopt, or revise any rules and regulations as it may deem necessary or advisable to administer the Plan;
- (i) interpret the terms of, and any matter arising pursuant to, the Plan or any Award Agreement; and
- (j) make all other decisions and determinations that may be required pursuant to the Plan or as the Committee deems necessary or advisable to administer the Plan.

8.5 Decisions Binding. The Committee's interpretation of the Plan, any Award granted pursuant to the Plan and any Award Agreement and all decisions and determinations by the Committee with respect to the Plan are final, binding, and conclusive on all parties.

8.6 Delegation of Authority. To the extent permitted by Applicable Laws, the Board or the Committee may from time to time delegate to a committee of one or more members of the Board or one or more officers of the Company the authority to carry out the day-to-day administration of the Plan subject at all times to the control and direction of the Board or the Committee; provided that, in no event, shall any delegatee be delegated the authority to grant or amend Awards. Any delegation hereunder shall be subject to such restrictions and limits as the Board or the Committee specifies at the time of such delegation, and the Board or the Committee may at any time rescind the authority so delegated or appoint a new delegatee. At all times, the delegatee shall serve at the pleasure of the Board or the Committee.

## ARTICLE 9.

### MISCELLANEOUS PROVISIONS

9.1 Effective Date. The Plan was originally effective on March 15, 2006 (the "Effective Date"). This amendment and restatement of the Plan will be effective on the date it is approved by the Shareholders (the "Restatement Effective Date"). The amendment and restatement of the Plan will be deemed to be approved by the Shareholders if it receives the affirmative vote of a majority (in excess of 50%) of the votes of the Shares entitled to vote and present or represented at a meeting duly held in accordance with Applicable Laws.

9.2 Expiration Date. The Plan will expire on, and no Award may be granted pursuant to the Plan after, the tenth (10<sup>th</sup>) anniversary of the Restatement Effective Date. Any Awards that are outstanding on the tenth (10<sup>th</sup>) anniversary of the Restatement Effective Date shall remain in force according to the terms of the Plan and the applicable Award Agreement.

9.3 Amendment or Termination of the Plan. Except as otherwise provided in this Section 9.3, at any time and from time to time, the Committee may terminate, amend or modify the Plan; provided that:

(a) to the extent necessary and desirable to comply with Applicable Laws, the Company shall obtain Shareholder approval of any Plan amendment in such a manner and to such a degree as required, and

(b) Shareholder approval is required for any amendment to the Plan that:

- (i) increases the number of Shares available under the Plan (other than any adjustment as provided by Article 10),
- (ii) permits the Committee to extend the exercise period for an Option beyond ten (10) years from the date of grant, or
- (iii) results in a material increase in benefits or a change in eligibility requirements.

Except as provided in the Plan or any Award Agreement, no amendment, suspension or termination of the Plan shall, without the consent of the Holder, impair any rights or obligations under any Award theretofore granted or awarded.

9.4 No Shareholders Rights. Except as otherwise provided herein, a Holder shall have none of the rights of a Shareholder with respect to Shares covered by any Award until the Holder becomes the record owner of such Shares.

9.5 Paperless Administration. In the event that the Company establishes, for itself or using the services of a third party, an automated system for the documentation, granting or exercise of Awards, such as a system using an internet website or interactive voice response, then the paperless documentation, granting or exercise of Awards by a Holder may be permitted through the use of such an automated system.

9.6 Effect of Plan upon Other Compensation Plans. The adoption of the Plan shall not affect any other compensation or incentive plans in effect for a Service Recipient. Nothing in the Plan shall be construed to limit the right of a Service Recipient:

(a) to establish any other forms of incentives or compensation for Eligible Individuals, or

(b) to grant or assume options or other rights or awards otherwise than under the Plan in connection with any proper corporate purpose, including without limitation, the grant or assumption of options in connection with the acquisition by purchase, lease, merger, consolidation or otherwise, of the business, securities or assets of any corporation, partnership, limited liability company, firm or association.

9.7 Compliance with Laws. The Plan, the granting and vesting of Awards under the Plan and the issuance and delivery of Shares and the payment of money under the Plan or under Awards granted or awarded under the Plan are subject to compliance with all Applicable Laws and to such approvals by any listing, regulatory or governmental authority as may, in the opinion of counsel for the Company, be necessary or advisable in connection therewith. Any securities delivered under the Plan shall be subject to such restrictions, and the person acquiring such securities shall, if requested by the Company, provide such assurances and representations to the Company as the Company may deem necessary or desirable to assure compliance with all applicable legal requirements. To the extent permitted by Applicable Law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to such laws, rules and regulations.

9.8 Titles and Headings, References to Sections of the Code or Exchange Act. The titles and headings of the Sections in the Plan are for convenience of reference only and, in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control. References to sections of the Code or the Exchange Act shall include any amendment or successor thereto.

9.9 Governing Law. The Plan and any agreements hereunder shall be administered, interpreted and enforced under the internal laws of Canada, without regard to conflicts of laws thereof.

9.10 Section 409A. To the extent that the Committee determines that any Award granted under the Plan is subject to Section 409A of the Code, the Award Agreement evidencing such Award shall incorporate the terms and conditions required by Section 409A of the Code. To the extent applicable, the Plan and Award Agreements shall be interpreted in accordance with Section 409A of the Code and Department of Treasury regulations and other interpretive guidance issued thereunder, including without limitation any such regulations or other guidance that may be issued after the Effective Date. Notwithstanding any provision of the Plan to the contrary, in the event that following the Effective Date the Committee determines that any Award may be subject to Section 409A of the Code and related Department of Treasury guidance (including such Department of Treasury guidance as may be issued after the Effective Date), the Committee may adopt such amendments to the Plan and the applicable Award Agreement or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, that the Committee determines are necessary or appropriate to:

(a) exempt the Award from Section 409A of the Code and/or preserve the intended tax treatment of the benefits provided with respect to the Award, or

(b) comply with the requirements of Section 409A of the Code and related Department of Treasury guidance and thereby avoid the application of any penalty taxes under such Section.

9.11 No Rights to Awards. No Eligible Individual or other person shall have any claim to be granted any Award pursuant to the Plan, and neither the Company nor the Committee is obligated to treat Eligible Individuals, Holders or any other persons uniformly.

9.12 No Right to Employment or Services. Nothing in the Plan or any Award Agreement shall interfere with or limit in any way the right of the Service Recipient to terminate any Holder's employment or services at any time, nor confer upon any Holder any right to continue in the employ or service of any Service Recipient.

9.13 Unfunded Status of Awards. The Plan is intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Holder pursuant to an Award, nothing contained in the Plan or any Award Agreement shall give the Holder any rights that are greater than those of a general creditor of the Company, any Subsidiary or any Related Entity.

9.14 Indemnification. To the extent allowable pursuant to Applicable Laws, each member of the Committee or of the Board shall be indemnified and held harmless by the Company from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by such member in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action or failure to act pursuant to the Plan and against and from any and all amounts paid by him or her in satisfaction of judgment in such action, suit, or proceeding against him or her; provided that he or she gives the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled pursuant to the Company's Articles, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

9.15 Relationship to other Benefits. No payment pursuant to the Plan shall be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or other benefit plan of any Service Recipient except to the extent otherwise expressly provided in writing in such other plan or an agreement thereunder.

9.16 Expenses. The expenses of administering the Plan shall be borne by the Service Recipients.

## ARTICLE 10.

### CHANGES IN CAPITAL STRUCTURE

10.1 Adjustments. In the event of any distribution, share split, combination or exchange of Shares, amalgamation, arrangement or consolidation, reorganization of the Company, including the Company becoming a subsidiary in a transaction not involving a Corporate Transaction, spin-off, recapitalization or other distribution (other than normal cash dividends) of Company assets to Shareholders, or any other change affecting the Shares or the share price of a Share, the Committee shall make such proportionate and equitable adjustments, if any, to reflect such change with respect to:

(a) the aggregate number and type of shares that may be issued under the Plan (including, but not limited to, adjustments of the limitations in Section 3.1 and substitutions of shares in a parent or surviving company);

(b) the terms and conditions of any outstanding Awards (including, without limitation, any applicable performance targets or criteria with respect thereto); and

(c) the grant or exercise price per share for any outstanding Awards under the Plan. The form and manner of any such adjustments shall be determined by the Committee in its sole discretion.

10.2 Corporate Transactions. Except as may otherwise be provided in any Award Agreement or any other written agreement entered into by and between the Company and a Holder, if a Corporate Transaction occurs and a Holder's Awards are not converted, assumed, or replaced by a successor as provided in Section 10.3, such Awards shall become fully exercisable and all forfeiture restrictions on such Awards shall lapse. Upon, or in anticipation of, a Corporate Transaction, the Committee may in its sole discretion provide for:

(a) any and all Awards outstanding hereunder to terminate at a specific time in the future and shall give each Holder the right to exercise such Awards during a period of time as the Committee shall determine,

(b) either the purchase of any Award for an amount of cash equal to the amount that could have been attained upon the exercise of such Award or realization of the Holder's rights had such Award been currently exercisable or payable or fully vested (and, for the avoidance of doubt, if as of such date the Committee determines in good faith that no amount would have been attained upon the exercise of such Award or realization of the Holder's rights, then such Award may be terminated by the Company without payment), or

(c) the replacement of such Award with other rights or property selected by the Committee in its sole discretion or the assumption of or substitution of such Award by the successor or surviving corporation, or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of Shares and prices.

10.3 Assumption of Awards — Corporate Transactions. In the event of a Corporate Transaction, each Award may be assumed by the successor entity in connection with the Corporate Transaction. Except as provided otherwise in an Award Agreement, an Award will be considered assumed if the Award either is:

(a) assumed by the successor entity or replaced with a comparable Award (as determined by the Committee) with respect to capital shares (or equivalent) of the successor entity or Parent thereof; or

(b) replaced with a cash incentive program of the successor entity which preserves the compensation element of such Award existing at the time of the Corporate Transaction and provides for subsequent payout in accordance with the same vesting schedule applicable to such Award.

If an Award is assumed in a Corporate Transaction, then such Award, the replacement Award or the cash incentive program automatically shall become fully vested, exercisable and payable and be released from any restrictions on transfer (other than transfer restrictions applicable to Options) and repurchase or forfeiture rights, immediately upon termination of the Holder's employment or service with all Service Recipients within twelve (12) months of the Corporate Transaction without cause.

10.4 Outstanding Awards — Other Changes. In the event of any other change in the capitalization of the Company or corporate change other than those specifically referred to in this Article 12, the Committee may, in its absolute discretion, make such adjustments in the number and class of shares subject to Awards outstanding on the date on which such change occurs and in the per share grant or exercise price of each Award as the Committee may consider appropriate to prevent dilution or enlargement of rights.

10.5 No Other Rights. Except as expressly provided in the Plan, no Holder shall have any rights by reason of any subdivision or consolidation of shares of any class, the payment of any dividend, any increase or decrease in the number of shares of any class or any dissolution, liquidation, merger, or consolidation of the Company or any other corporation. Except as expressly provided in the Plan or pursuant to action of the Committee under the Plan, no issuance by the Company of shares of any class, or securities convertible into shares of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number of shares subject to an Award or the grant or exercise price of any Award.

\* \* \* \* \*

The foregoing Amended and Restated Plan was approved by the Board on August 9, 2010.

\* \* \* \* \*

The foregoing Amended and Restated Plan was approved by the Shareholders on September 20, 2010.

\* \* \* \* \*

Executed on September 20, 2010.

/s/ Shawn (Xiaohua) Qu  
\_\_\_\_\_  
President and Chief Executive Officer

## EMPLOYMENT AGREEMENT

This Employment Agreement (the “Agreement”) is entered into as of [\_\_\_\_\_, \_\_\_\_] by and between Canadian Solar Inc., a Canadian corporation (the “Company”) and [\_\_\_\_\_] (the “Employee”).

### RECITAL

The Company desires to employ the Employee, and the Employee desires to serve the Company, as its [\_\_\_\_\_] on the terms and conditions of this Agreement.

### AGREEMENT

The parties agree as follows:

#### 1. EMPLOYMENT

The Company shall employ the Employee, and the Employee shall serve the Company, as its [\_\_\_\_\_] (the “Employment”) on the terms and conditions of this Agreement.

#### 2. TERM OF EMPLOYMENT

The Employment shall commence on [\_\_\_\_\_, \_\_\_\_] (the “Effective Date”) and continue until terminated in accordance with this Agreement.

#### 3. DUTIES AND RESPONSIBILITIES

- (a) Duties and Responsibilities. The Employee shall have the duties and responsibilities set out in Schedule A and such other duties and responsibilities consistent with the Employment as may be assigned to him/her by the board of the directors of the Company (the “Board”) or by those officers of the Company to whom the Employee reports.
  - (b) Reporting. In carrying out his/her duties and responsibilities, the Employee shall report to those officers of the Company set out in Schedule A.
  - (c) Full Time Service. The Employee shall devote all of his/her time, attention and skills to the business and affairs of the Company and shall not, without the prior written consent of the Board, engage in or otherwise be concerned with any other business or occupation or become a director, officer or employee of any other person other than the Company and its subsidiaries.
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- (d) Company Policies. The Employee shall comply with the terms and conditions of this Agreement, the charter documents of the Company and the guidelines, policies and procedures of the Company approved from time to time by the Board. The Employee acknowledges that his/her failure to do so shall constitute grounds for the Company to terminate the Employment for Cause.

#### 4. LOCATION OF EMPLOYMENT

- (a) Location. The Employee's location of Employment is [\_\_\_\_\_].
- (b) Travel/Secondment. The Employee acknowledges that, in carrying out his/her duties and responsibilities, he/she may be required to travel frequently to places other than his/her location of employment and may be seconded for reasonable periods of time to other places where the Company and its subsidiaries carry on business.

#### 5. COMPENSATION AND EXPENSES

- (a) Base Salary. The Company shall pay the Employee a base salary. The initial amount and timing of payment of the Employee's base salary is set out in Schedule B. The Company shall review and may adjust the Employee's base salary annually.
- (b) Employee Bonus Plan. The Employee shall be eligible to participate in the employee bonus plan of the Company (the "Employee Bonus Plan") and, if the Employee is in the Employment at the end of a calendar year, to receive a performance bonus for the calendar year of up to [\_\_\_\_\_] % of the Employee's annual base salary for the calendar year. Any performance bonus to which the Employee is entitled for a calendar year shall be paid to the Employee within thirty (30) days after the release of the audited financial statements of the Company for the calendar year.

The Employee acknowledges that his/her entitlement to receive a performance bonus under the Employee Bonus Plan for any year is subject to the achievement of base and personal, departmental and company-wide objectives/targets established by the Company for the year and is subject to the discretion of the Board or a designated committee of the Board.

- (c) Stock Option Plan. The Employee shall be eligible to participate in the share incentive plan of the Company (the "Stock Option Plan") and to receive stock options thereunder.

The Employee acknowledges that any grant of options under the Stock Option Plan is subject to the discretion of the Board or a designated committee of the Board and that all grants of options under the Stock Option Plan are subject to the terms and conditions of the applicable grant and the Stock Option Plan.

- (d) Standard Employee Benefit Plans. Subject to the eligibility requirements and the other terms and conditions thereof, the Employee shall be eligible to participate in all standard employee benefit plans of the Company, including any retirement plan, life or disability insurance plan, medical, dental or other health insurance plan and short or long-term disability plan.
- (e) Additional Benefits. The Employee shall be entitled to the additional benefits set out in Schedule C.
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- (f) Vacation. The Employee shall be entitled to [ \_\_\_\_\_ ] weeks paid vacation per year (pro rated for part years).

The Employee shall take his vacation at a time or times reasonable for each of the Company and the Employee in the circumstances. Any unused vacation time from one year may not be carried over into the following year without the consent of the Company.

- (g) Employment Expenses. The Employee shall be entitled to be reimbursed in accordance with the guidelines, policies and procedures of the Company for all reasonable out-of-pocket expenses properly incurred by him/her in the course of the Employment.
- (h) Deductions. All amounts paid and benefits provided by the Company to the Employee under the Agreement are subject to such withholdings and deductions as may be required by law.

## **6. TERMINATION OF EMPLOYMENT**

- (a) Death. The Employment shall terminate on the death of the Employee.
- (b) By the Company. The Company may terminate the Employment for Cause, at any time, without notice.

“Cause” means that the Employee has:

- (1) committed a felony or indictable offence or an act of fraud, misappropriation or embezzlement;
- (2) been negligent or acted dishonestly to the detriment of the Company;
- (3) engaged in actions amounting to misconduct; or
- (4) failed to perform his/her duties and responsibilities under this Agreement and such failure continues after the Employee is afforded a reasonable opportunity to cure such failure.

The Company may terminate the Employment for any reason other than Cause, at any time, by giving written notice of termination to the Employee.

- (c) By the Employee. The Employee may terminate the Employment for any reason, at any time, by giving 60 days written notice of termination to the Company.

## **7. PAYMENT ON TERMINATION OF EMPLOYMENT**

- (a) Termination by the Company for Cause. If the Company terminates the Employment for Cause, the Company shall pay to the Employee, within thirty (30) days following the date of termination of the Employment, a lump sum amount equal to the aggregate of any base salary earned but not received, and any vacation days accrued but not taken, by the Employee before the date of termination of the Employment.
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The Employee shall not be entitled to receive any other payment or benefit from the Company in respect of the termination of the Employment.

- (b) Termination by the Company for Disability. If the Company terminates the Employment for Disability:
- (1) the Company shall pay to the Employee, within thirty (30) days following the date of termination of the Employment, a lump sum amount equal to the aggregate of:
    - (i) any base salary earned but not received by the Employee before the date of termination of the Employment,
    - (ii) any vacation days accrued but not taken by the Employee before the date of termination of the Employment, and
    - (iii) any bonus earned by but not paid to the Employee for any year preceding the year in which the date of termination of the Employment occurs; and
  - (2) subject to the Employee complying with Sections 8, 9 and 10 and executing a release in the Company's customary form,
    - (i) the Company shall continue to pay, in accordance with Company's normal payroll practices, the Employee's base salary for a period of six (6) months following the date of termination of the Employment; provided that the aggregate amount payable to the Employee pursuant to this Section 7(b)(2)(i) shall be reduced by the amount of any payment in lieu of notice or other severance payment which the Employee may be entitled to receive at law or pursuant to Company policy with respect to the termination of the Employment, with such reduction being applied to the first payments otherwise payable; and
    - (ii) the Employee shall be entitled:
      - (A) to receive the disability benefits, if any, to which he/she may be entitled in respect of the Disability under any disability plan of the Company; and
      - (B) to continue to receive the other benefits, if any, to which he/she is entitled to receive under Sections 5(d) and (e) at the date of termination of the Employment for a period of six (6) months following the date of termination of the Employment.

The Employee shall not be entitled to receive any other payment or benefit from the Company in respect of the termination of the Employment.

“Disability” means any physical or mental illness or condition of the Employee that is reasonably expected to continue for at least six (6) months and interfere materially with his/her ability to carry out his/her duties and responsibilities of the Employment.

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(c) Termination by the Company for any Reason other than Cause or Disability. If the Company terminates the Employment for any reason other than Cause or Disability:

- (1) the Company shall pay to the Employee, within thirty (30) days following the date of termination of the Employment, a lump sum amount equal to the aggregate of:
  - (i) any base salary earned but not received by the Employee for the period preceding the date of termination of the Employment,
  - (ii) any vacation days accrued but not taken by the Employee before the date of termination of the Employment, and
  - (iii) any bonus earned by but not paid to the Employee for any year preceding the year in which the date of termination of the Employment occurs; and
- (2) subject to the Employee's complying with Sections 8, 9 and 10 and executing a release in the Company's customary form,
  - (i) the Company shall continue to pay, in accordance with Company's normal payroll practices, the Employee's base salary for a period of six (6) months following the date of termination of the Employment; provided that the aggregate amount payable to the Employee pursuant to this Section 7(c)(2)(i) shall be reduced by the amount of any payment in lieu of notice or other severance payment which the Employee may be entitled to receive at law or pursuant to Company policy with respect to the termination of the Employment, with such reduction being applied to the first payments otherwise payable; and
  - (ii) the Employee shall continue to be entitled to receive the benefits, if any, to which he/she is entitled to receive under Sections 5(d) and (e) at the date of termination of the Employment for a period of six (6) months following the date of termination of the Employment.

The Employee shall not be entitled to receive any other payment or benefit from the Company in respect of the termination of the Employment.

(d) Termination by the Employee for Good Reason. If the Employee terminates the Employment for Good Reason:

- (1) the Company shall pay to the Employee, within thirty (30) days following the date of termination of the Employment, a lump sum amount equal to the aggregate of:
    - (i) any base salary earned by but not paid to the Employee for the period preceding the date of termination of the Employment,
    - (ii) any vacation days accrued but not taken by the Employee before the date of termination of the Employment, and
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- (iii) any bonus earned by but not paid to the Employee for any year preceding the year in which the date of termination of the Employment occurs; and
- (2) subject to the Employee's complying with Sections 8, 9 and 10 and executing a release in the Company's customary form,
  - (i) the Company shall continue to pay, in accordance with Company's normal payroll practices, the Employee's base salary for a period of six (6) months following the date of termination of the Employment; provided that the aggregate amount payable to the Employee pursuant to this Section 7(d)(2)(i) shall be reduced by the amount of any payment in lieu of notice or other severance payment which the Employee may be entitled to receive at law or pursuant to Company policy with respect to the termination of the Employment, with such reduction being applied to the first payments otherwise payable; and
  - (ii) the Employee shall continue to be entitled to receive the benefits, if any, to which he/she is entitled to receive under Sections 5(d) and (e) at the date of termination of the Employment for a period of six (6) months following the date of termination of the Employment.

The Employee shall not be entitled to receive any other payment from the Company in respect of the termination of the Employment.

"Good Reason" means any material reduction in the Employee's titles, duties and responsibilities or any material reduction in the Employee's base salary, which continues for more than thirty (30) days after the Employee has given written notice to the Company that the Employee believes in good faith that an event constituting Good Reason has occurred; provided that such notice is given within ninety (90) days after such event occurs. For clarity, a change of supervision which does not result in a reduction in the Employee's titles, duties or responsibilities does not constitute a material reduction.

- (e) Termination by the Employee for any Reason other than Good Reason. If the Employee terminates the Employment for any reason other than Good Reason, the Company shall pay to the Employee, within thirty (30) days following the date of termination of the Employment, a lump sum amount equal to the aggregate of any base salary earned but not received, and any vacation days accrued but not taken, by the Employee before the date of termination of the Employment.

The Employee shall not be entitled to receive any other payment or benefit from the Company in respect of the termination of the Employment.

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## 8. CONFIDENTIAL INFORMATION

- (a) Acknowledgments. The Employee acknowledges that:
- (1) during the Employment, he/she may have access to commercially sensitive information that is not in the public domain concerning the business and affairs of the Company, including trade secrets and information concerning the finances, employees, technology, processes, facilities, products, suppliers, customers and markets of the Company and its subsidiaries (the “Confidential Information”);
  - (2) the Confidential Information is confidential; and
  - (3) the Confidential Information and all materials containing the Confidential Information are the property of the Company and its subsidiaries or their customers or suppliers.
- (b) No Disclosure or Use. During and after the Employment, the Employee shall not directly or indirectly disclose or use any of the Confidential Information except as required in the performance of the Employee’s duties and responsibilities in connection with the Employment, or as required pursuant to applicable law.
- (c) Return. On the termination of the Employment, the Employee shall return the Confidential Information and all materials containing the Confidential Information to the Company.

## 9. INVENTIONS

- (a) Acknowledgement. The Employee acknowledges that the Company engages in research and development activities in connection with its business and that, as an essential part of the Employment, the Employee is expected to make new contributions to and create inventions of value for the Company.
- (b) Inventions. The Employee shall disclose in confidence to the Company all inventions, improvements, designs, original works of authorship, formulas, processes, compositions of matter, computer software programs, databases, mask works and trade secrets (collectively, the “Inventions”), which the Employee may solely or jointly conceive or develop or reduce to practice, or cause to be conceived or developed or reduced to practice, during the Employment.

The Employee acknowledges and agrees that all Inventions shall be the sole and exclusive property of the Company and the Employee hereby assigns all of his/her right, title and interest in and to any and all of the Inventions to the Company and its successor in interest without further consideration.

During and after the termination of the Employment, the Employee shall, at the request of the Company, assist the Company to the fullest extent possible to obtain for the Company and enforce patents, copyrights, mask work rights, trade secret rights and other legal protection for the Inventions, including executing any documents that the Company may reasonably request for such purpose. The Employee appoints the Secretary of the Company as the Employee’s attorney-in-fact to execute such documents on behalf of the Employee. The Company shall compensate the Employee

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at a reasonable hourly rate for the time spent, and reimburse the Employee for the reasonable expenses incurred, by him/her in providing such assistance after the termination of the Employment.

- (c) Copyrightable Works. The Employee acknowledges and agrees that all copyrightable works prepared by the Employee within the scope of and during the Employment are “works for hire” and that the Company will be considered the author thereof.

#### 10. NON-COMPETITION

During, and within one year after the termination of, the Employment:

- (a) the Employee shall not directly or indirectly communicate or have any other dealings with the customers or suppliers of the Company that would be likely to harm the business relationship between the Company and its customers or suppliers;
- (b) unless agreed to in writing by the Company, the Employee shall not directly or indirectly:
  - (1) provide services, whether as a director, officer, employee, independent contractor or otherwise, to a Competitor; or
  - (2) acquire or hold any interest in, whether as a shareholder, partner or otherwise, any Competitor; provided that nothing in this Section 10(b)(2) shall preclude the Employee from holding up to 5% of the outstanding shares or other securities of a Competitor that is listed on any securities exchange or recognized securities market; and
- (c) unless agreed to in writing by the Company, directly or indirectly solicit, whether by offer of employment or otherwise, the services of any employee of the Company.

“Competitor” means a person that directly or indirectly carries on business in any jurisdiction where the Company or any of its subsidiaries carries on business if that person or any subsidiary or division of that person generates more than 10% of its revenues from solar power products and services similar to those provided by the Company.

The provisions of this Section 10 shall be separate and severable, enforceable independently of each other, and independently of any other provision of this Agreement.

The Employee acknowledges and agrees that the provisions of this Section 10 are fair and reasonable.

If any of the provisions of this Section 10 are determined to be invalid under applicable law but would be valid if some part of them was deleted or the period or area of application reduced, such provisions shall apply with such modification as may be necessary to make them valid.

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**11. GENERAL**

- (a) Section 409A. If and to the extent that Section 409A (“Section 409A”) of the United States Internal Revenue Code of 1986, as amended (the “Code”) applies to this Agreement, this Agreement shall be interpreted in accordance with, and incorporate the terms and conditions required by, Section 409A and the provisions of Schedule D shall apply.
- (b) Notice. Any notice or other communication to be given pursuant to this Agreement shall be in writing and shall be effective if delivered personally or sent by electronic transmission as follows:

if to the Company:

Canadian Solar Inc.  
[ ]  
[ ]  
[ ]  
Attention: [ ]  
Email: [ ]

if to the Employee:

[ ]  
[ ]  
[ ]  
Email: [ ]

or to such other address as a party may from time to time advise. Any such notice or other communication (including a change of address) shall be deemed to have been given when received.

- (c) Entire Agreement. This Agreement constitutes the entire agreement and understanding between the Employee and the Company regarding the Employment and supersedes all prior or contemporaneous oral or written agreements concerning such subject matter. The Employee acknowledges that he/she has not entered into this Agreement in reliance upon any representation, warranty or undertaking which is not set forth in this Agreement.
- (d) Amendment. Any amendment to this Agreement must be in writing and signed by the Employee and the Company.
- (e) Governing Law; Consent to Jurisdiction. This Agreement shall be governed by and construed in accordance with the laws of [ ] without regard to its conflicts of laws provisions.

The parties irrevocably submit to the exclusive jurisdiction of the [ ] courts over any suit, action or proceeding arising out of or relating to this Agreement.

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To the fullest extent they may effectively do so under applicable law, the parties irrevocably waive and agree not to assert, by way of motion, as a defence or otherwise, any claim that they are not subject to the jurisdiction of the [ ] courts, any objection that they may now or hereafter have to the laying of the venue of any such suit, action or proceeding brought in the [ ] courts and any claim that any such suit, action or proceeding brought in the [ ] courts has been brought in an inconvenient forum.

(f) Interpretation. The following rules of interpretation apply to this Agreement unless the context requires otherwise:

- (1) the singular includes the plural and conversely;
- (2) a gender includes all genders;
- (3) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (4) a reference to a person includes an individual, a trust, a corporation, an unincorporated body and any other entity;
- (5) a reference to a Section is to a Section of this Agreement;
- (6) a reference to a party includes the party's legal representatives, successors and permitted assigns;
- (7) mentioning anything after "include", "includes" or "including" does not limit what else might be included; and
- (8) time is of the essence.

**IN WITNESS WHEREOF**, the parties have executed this Agreement.

**Canadian Solar Inc.**

**Employee**

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_





**SCHEDULE A**  
**DUTIES AND RESPONSIBILITIES**

The Employee's duties and responsibilities are as follows:

[\_\_\_\_\_].

In carrying out his/her duties and responsibilities, the Employee shall report to:

[\_\_\_\_\_].

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**SCHEDULE B**  
**BASE SALARY**

The Employee's base salary on the Effective Date is [ \_\_\_\_\_ ] per year ( \_\_\_\_\_ per month), payable [ \_\_\_\_\_ ] in arrears.

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**SCHEDULE C**  
**ADDITIONAL BENEFITS**

The Employee's additional benefits are as follows:

- (a) Medical Plan. The Company shall pay the reasonable cost of membership for the Employee, the Employee's spouse and the Employee's dependent children who are not over 21 years of age in a medical plan with such reputable medical expense insurance provider as the Company shall decide from time to time.
  - (b) [\_\_\_\_\_].
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**SCHEDULE D**  
**SECTION 409A OF THE CODE**

If the Company determines that any amounts payable hereunder will be immediately taxable to the Employee under Section 409A,

- (a) the Company reserves the right (without any obligation to do so or to indemnify the Employee for failure to do so):
- (1) to adopt such amendments to this Agreement or such other policies and procedures (including amendments, policies and procedures with retroactive effect) as it determines to be necessary or appropriate to preserve the intended tax treatment of the benefits provided by this Agreement, to preserve the economic benefits of this Agreement and to avoid less favorable accounting or tax consequences for the Company; and/or
  - (2) to take such other actions it determines to be necessary or appropriate to exempt the amounts payable hereunder from Section 409A or to comply with the requirements of Section 409A and thereby avoid the application of penalty taxes thereunder,

provided that nothing in this Agreement shall be interpreted or construed to transfer any liability for failure to comply with the requirements of Section 409A from the Employee or any other individual to the Company or any of its affiliates, employees or agents; and

- (b) notwithstanding anything herein to the contrary:
- (1) no termination or other similar payments and benefits hereunder shall be payable unless the termination of the Employment constitutes a “separation from service” within the meaning of Section 1.409A-1(h) of the Department of Treasury Regulations (the “Regulations”);
  - (2) if the Employee is deemed at the time of the Employee’s “separation from service” to be a “specified employee” for purposes of Section 409A(a)(2)(B)(i) of the Code, to the extent delayed commencement of any portion of any termination or other similar payments and benefits to which the Employee may be entitled hereunder (after taking into account all exclusions applicable to such payments or benefits under Section 409A) is required in order to avoid a prohibited distribution under Section 409A(a)(2)(B)(i) of the Code, such portion of such payments and benefits shall not be provided to the Employee prior to the earlier of:
    - (i) the expiration of the six-month period measured from the date of the Employee’s “separation from service”, and
    - (ii) the date of the Employee’s death;
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provided that upon the earlier of such dates, all payments and benefits deferred pursuant to this Section 11(b)(ii) shall be paid in a lump sum to the Employee, and any remaining payments and benefits due hereunder shall be provided as otherwise specified herein;

- (3) the determination of whether the Employee is a "specified employee" as of the time of the Employee's separation from service shall be made by the Company in accordance with the terms of Section 409A (including Section 1.409A-1(i) of the Regulations and any successor provision thereto);
- (4) to the extent that any installment payments under this Agreement are deemed to constitute "nonqualified deferred compensation" within the meaning of Section 409A for purposes of Section 409A (including for purposes of Section 1.409A-2(b)(2)(iii) of the Regulations), each such payment shall be treated as a separate and distinct payment;
- (5) to the extent that any reimbursements or corresponding in-kind benefits provided to the Employee under this Agreement are deemed to constitute "deferred compensation" under Section 409A, such reimbursements or benefits shall be provided reasonably promptly, but in no event later than December 31 of the year following the year in which the expense was incurred, and in any event in accordance with Section 1.409A-3(i)(1)(iv) of the Regulations; and
- (6) the amount of any such payments or expense reimbursements in one calendar year shall not affect the payments or expense reimbursements in any other calendar year, other than an arrangement providing for the reimbursement of medical expenses referred to in Section 105(b) of the Code, and the Employee's right to such payments or reimbursement of any such expenses shall not be subject to liquidation or exchange for any other benefit.

3rd Supplementary Agreement to Multi-crystalline Solar Wafer Supply Contract

Agreement No.: CSI-ZN101015

Party A: CSI Cells Co., Ltd.

Party B: Jiangsu Zhongneng Polysilicon Technology Development Co., Ltd.

Party C: GCL (Nanjing) Solar Energy Technology Company Limited  
Jiangsu GCL Silicon Material Technology Development Co., Ltd.  
Changzhou GCL Photovoltaic Technology Co., Ltd.

Party D: Suzhou GCL Photovoltaic Technology Co., Ltd.

WHEREAS:

1. Both Party A and Party B have executed the solar wafer supply contract (buyer's contract no.: CSI-ZN80818-B), its supplementary agreement (buyer's contract no.: CSI07-09-P0066) and its supplementary agreement to solar wafer supply contract (contract no.: CSI-ZN100323). Both parties agree that Party A shall purchase certain quantity of wafers from Party B and Party B shall supply certain quantity of wafers to Party A.
2. The four parties, Parties A, B, C and D, executed the 2nd supplementary agreement to solar wafer supply contract ("2nd Supplementary Agreement", contract no. CSI-ZN100810). All the contracts and agreements mentioned in these clauses 1 and 2 hereinabove are collectively known as "Original Contracts."
3. Parties C and D were added to become the parties to the Original Contracts pursuant to the "2nd Supplementary Agreement", and, together with Party B, become the "Sellers" of the Original Contracts with respect to the wafer business.

Now based on the mutual understanding and mutual support, after friendly consultation, both parties agree to amend the contractual parties of the Original Contracts and the payment method thereunder as follows:

1. With effect from the date of signing this supplementary agreement, Parties B and C shall withdraw themselves from being the “Sellers” to the Original Contracts and shall transfer all of their rights and obligations (including the prepayment already made) under the Original Contracts to Party D. Party D replaces Parties B and C and become the only “Seller” under the Original Contracts and enjoys the rights and bears the obligations pursuant to the Original Contracts. Parties B and C shall not bear the seller’s liabilities and obligations under the Original Contracts and shall not enjoy the seller’s rights thereunder.
2. Party D undertakes, acknowledges and understands the contents of the Original Contracts and all the provisions of its annexes/schedules, and agrees to accept the bindings of all the contents of the contracts and its annexes/schedules. Performance of the Seller’s obligations under the Original Contracts by Party D to Party A shall be regarded as the performance of the Seller’s obligations to the Buyer in the Original Contracts.
3. In consideration that Party D accepts the transfer and becomes the “Seller” of the Original Contracts, each party agrees that Parties B and C shall no longer bear any joint and several guarantee liability hereunder and, simultaneously, that all the liabilities and obligations of Parties B and C under the Original Contracts since the execution of this agreement shall be totally removed.
4. Pursuant to the agreement, Party A shall perform the liabilities and obligations under the Original Contracts to Party D; in event that Party breaches the contract, Party D shall have the right to make claims against Party A’s breach liabilities pursuant to the Original Contracts.
5. Party D’s specified bank account is : Agricultural Bank of China, Suzhou New District branch, account 547601040022886.
6. Since October 1, 2010 and until December 31, 2010, Party A shall, at least five days before the delivery of each batch of products, pay the purchase amount of those delivery in full to Party D’s specified bank account through telegraphic transfer.
7. Each party undertakes that this supplementary agreement consists of the amendments to the agreed contents of Original Contracts. Where this supplementary agreement is not consistent with the Original Contracts, this supplementary agreement shall prevail. Both Buyer and Seller shall perform the portions not mended in this supplemental agreement pursuant to the Original Contracts. Each party shall strictly perform the obligations and bear the liabilities pursuant to the Original Contracts and this supplementary agreement.
6. This agreement is executed in twelve copies. Each party shall hold two copies. Each copy shall have the same legal effect after it is signed and affixed with company chops.

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Party A: CSI Cells Co., Ltd.

*[Chop is affixed]*

Signing Representative: /s/

Signing Date: November 24, 2010

Party B: Jiangsu Zhongneng Polysilicon Technology Development Co.,  
Ltd.

*[Chop is affixed]*

Signing Representative: /s/

Signing Date: November 24, 2010

Party C: GCL (Nanjing) Solar Energy Technology Company Limited

*[Chop is affixed]*

Signing Representative:

Signing Date: November 24, 2010

Party D: Suzhou GCL Photovoltaic Technology Co., Ltd.

*[Chop is affixed]*

Signing Representative:

Signing Date: November 24, 2010

Jiangsu GCL Silicon Material Technology Development Co., Ltd.

*[Chop is affixed]*

Signing Representative:

Signing Date: November 24, 2010

Changzhou GCL Photovoltaic Technology Co., Ltd.

*[Chop is affixed]*

Signing Representative:

Signing Date: November 24, 2010



4th Supplementary Agreement to Multi-Crystalline Solar Wafer Supply Contract

Agreement No.: CSI-ZN101231  
Signing Place: Suzhou  
Signing Date: December 31, 2010

Buyer: CSI Cells Co., Ltd.  
Address: No. 199 Lushan Road, Suzhou High New District, Jiangsu

Seller: Suzhou GCL Photovoltaic Technology Co., Ltd.  
Address: No. 68 Kunlunshan Road, Suzhou High New District, Suzhou

Both parties executed the solar wafer supply agreement (buyer's contract no.: CSI-ZN80818-B) and its supplementary agreement (buyer's contract no.: CSI07-09-P0066), supplementary agreement to solar wafer supply contract (contract no.: CSI-ZN100323), 2nd supplementary agreement to solar wafer supply contract (buyer's contract no.: CSI-ZNI100810) and 3rd supplementary agreement to solar wafer supply contract (contract no.: CSI-ZN101015.) (all the above contracts and supplementary agreements are collectively known as "Original Contracts.")

Therefore, upon the reiteration that the Original Contracts are still effective, both parties have agreed, voluntarily and on the basis of equality, on amending the Original Contracts, including but not limited to the performing prices, delivery plan, terms about prepayment, etc., as follows for each party to comply with:

**1. Product Details and Settlement of Purchase Prices:**

1.1 Products and Purchase Prices

The Buyer agrees to purchase solar multi-crystalline wafers (hereafter "wafers") from the Seller from 2011 to 2015. The power shall be calculated based on 4 watt per piece as the output power of each piece of multi-crystalline 156 wafer (the power in this clause is for calculation purpose only and shall not represent the Seller's undertaking of output power). Both parties agree to amend the wafer supply plan for 2011, including the quantities and the prices, as stated in the Original Contracts, according to the details set forth in Schedule 1 below; amend the wafer supply plan for years from 2012 to 2015, including the quantities and the prices, according to the details set forth in Schedule 2 below. Both parties agree to have further friendly consultation about the wafer supply plan for years from 2016 to 2020.

Schedule 1 “2011 Supply Plan”

	January	February	March	April	May	June	July	August	September	October	November	December	Total
Multi-crystalline wafers (in 10,000 pieces)	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*
Tax-included unit price (RMB/piece)							[****]*						
Equivalent to (megawatt)	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*
Amount (in RMB10,000)	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*	[****]*

Remarks: The above tax-included unit price is based on the value-added tax rate of 17%. If the value-added tax rate is adjusted, the tax-included unit price shall be adjusted accordingly.

Schedule 2 “2012-2015 Supply Plan”

	2012	2013	2014	2015	Total
Multi-crystalline wafers (in 10,000 pieces)	[****]*	[****]*	[****]*	[****]*	[****]*
Equivalent to (megawatt)	[****]*	[****]*	[****]*	[****]*	[****]*

Remarks:

- (1) The above tax-included unit price is based on the value-added tax rate of 17%. If the value-added tax rate is adjusted, the tax-included unit price shall be adjusted accordingly.
- (2) In December of each year, both parties shall determine the monthly supply quantity for the next year according to the market situation. If agreement cannot be reached by December 31 of the current year, the monthly supply quantity of the next year shall be the quantity not less than the originally determined quantity.

Both parties agree, if the market price of polysilicon, the raw material of the wafer production, increases, the Seller shall have the right to adjust the wafer price of [\*\*\*\*]\*% of the supply quantity of the current month/year as set forth in the Schedules 1 and 2 accordingly. Both parties agree on confirming the prices by the 20<sup>th</sup> of the prior month, with the principle that the price after consultation shall not be higher than RMB[\*\*\*\*]\* per piece. If the agreement cannot be reached, the wafer price of [\*\*\*\*]\*% of the current month supply quantity set forth in the Schedules 1 and 2 shall be RMB[\*\*\*\*]\* per piece. If the market prices of polysilicon, the raw material of the wafer production, or the wafer itself drop, both Buyer and Seller may adjust the wafer prices as set forth in the Schedules 1 and 2 accordingly, with the principle that the price after consultation shall be lower than RMB[\*\*\*\*]\* per piece. In addition, the wafer prices shall be confirmed according to the Original Contracts.

\* This portion of the 4th Supplementary Agreement to Multi-Crystalline Solar Wafer Supply Contract has been omitted and filed separately with the Securities and Exchange Commission, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934.

1.2 The Seller agrees, starting from April 2011, if the Seller starts to produce 156 mono-crystalline wafers, the Seller undertakes to supply the wafers to the Buyer as the prime customer at preferential prices with priority.

1.3 Payment of Purchase Price:

Three business days prior to the collection of the products every month, the Buyer shall pay the current month purchase amount in full to the Seller through telegraphic transfer. This clause is the obligation confirmed by the Buyer independently without any conditions attached thereto. If there is no agreed changeable situations or if there is changeable situations but both parties have not agreed unanimously on the new prices, the Buyer shall not refuse to perform this payment obligation.

## **2. Offset of Prepayment:**

2.1 The prepayment stated in the Original Contracts and this supplementary agreement has the meaning of prepayment under the "Contract Law of People's Republic of China."

2.2 Both Buyer and Seller agree that in consideration that the Buyer paid the prepayment pursuant to Original Contracts, the prepayment to be further paid by the Buyer for 2011 shall be RMB[\*\*\*\*]\* (RMB[\*\*\*\*]\*), which shall be paid to the Seller in full through telegraphic transfer before January 15, 2011.

2.3 Pursuant to the Original Contracts, the Buyer paid RMB[\*\*\*\*]\* to the Seller as prepayment. Both parties unanimously agree that such prepayment will be transferred to be the prepayment for 2012 by the end of 2011.

2.4 The time to offset the prepayments paid by the Buyer pursuant to the Original Contracts and this supplementary agreement shall be as follows: in 2011, the offset shall be based on RMB[\*\*\*\*]\* per piece, the total offset amount shall be RMB[\*\*\*\*]\*. The prepayments for years from 2012 to 2015 shall be with referenced to the format in 2011, which is: prepay at the end of the prior year the amount of current year purchase quantity at RMB[\*\*\*\*]\* per piece and offset the same amount in the current year. That is, the prepayments of RMB[\*\*\*\*]\* shall be made at the end of 2011, RMB[\*\*\*\*]\* at the end of 2012, RMB[\*\*\*\*]\* at the end of 2013 and RMB[\*\*\*\*]\* at the end of 2014.

3. Both Buyer and Seller undertake that this supplementary agreement consists of the amendments to agreed contents of the Original Contracts. Where this supplementary agreement is not consistent with the Original Contracts, this supplementary agreement shall prevail. Both Buyer and Seller shall perform the portions not mended in this supplemental agreement pursuant to the Original Contracts. Each party shall strictly perform the obligations and bear the liabilities pursuant to the Original Contracts and this supplementary agreement.

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\* This portion of the 4th Supplementary Agreement to Multi-Crystalline Solar Wafer Supply Contract has been omitted and filed separately with the Securities and Exchange Commission, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934.

4. The Buyer undertakes that since and including 2012, the quantity that the Buyer purchases from the Seller as set forth in Schedule 2 shall not be lower than 50% of the wafer production (in megawatt) publicly announced by its listed company (CSIQ) in the current year. Otherwise, the Seller has the right to request the Buyer to adjust the Schedule 2 being the wafer quantity to be purchased by the Buyer in the current year.
5. The Buyer undertakes that within three years from the date of executing this agreement, the total capacity (in megawatt) of the wafer projects already put into operation or already commenced operation by the Buyer and its affiliated companies (meaning the onshore wholly-owned subsidiaries held by Canadian Solar Inc.) shall not exceed 1GW. Otherwise, the Seller has the right to request the Buyer to stop investing into the new wafer projects and its construction. If the Buyer does not stop such actions, the Seller has the right to: (1) upon formal notification and after six month of grace period, temporarily not to supply wafers to the Buyer pursuant to the Original Contracts and this supplementary agreement until the Buyer stops the above actions; the prepayments paid by the Buyer shall become the liquidated damages which shall be paid by the Buyer to the Seller and shall not be returned, or (2) terminate the Original Contracts and this agreement; upon termination, the prepayments paid by the Buyer pursuant to the Original Contracts and this supplementary agreement shall become the liquidated damages which shall be paid by the Buyer to the Seller and shall not be returned.
6. If the Seller cannot perform the delivery obligations in the current year pursuant to clause 1 of the contact within the term of the contract, the Buyer has the right to request the Seller to compensate the Buyer's damages at the rate of RMB[\*\*\*\*]\* per piece. If the Buyer cannot perform the purchase obligations in the current year pursuant to clause 1 of the contact within the term of the contract, the Seller has the right to request the Buyer to compensate the Seller's damages at the rate of RMB[\*\*\*\*]\* per piece. The maximum compensation claimed shall be RMB[\*\*\*\*]\*.
7. Both parties unanimously agree that in events of any non-performance of the Original Contracts and this agreement caused by the natural disasters, wars or financial crisis, both parties shall have the right to request for consultations on the Original Contracts and this agreement.
8. Both Buyer and Seller unanimously confirm that the representatives signing this supplementary agreement has obtained a sufficient authorization. This contract shall become effective when both parties affix of the chops and sign this contract by the authorized signatories. Where this supplementary agreement is not consistent with the Original Contracts, this supplementary agreement shall prevail. Other contents [not mentioned herein] shall be performed pursuant to the Original Contracts.
9. Every page of this supplementary agreement shall be initialed by the authorized signatures or affixed with the chops partially.
10. Without both parties' unanimous agreement, no party can unilaterally terminate or amend this agreement.
11. This contract is signed in four copies. Each of the Buyer and the Seller shall keep two copies. Each copy shall have the same legal effect.

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\* This portion of the 4th Supplementary Agreement to Multi-Crystalline Solar Wafer Supply Contract has been omitted and filed separately with the Securities and Exchange Commission, pursuant to Rule 24b-2 under the Securities Exchange Act of 1934.

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Seller: Suzhou GCL Photovoltaic Technology Co., Ltd. (Chop)  
*[Chop is affixed]*

Signature of legal representatives or authorized representative:

/s/ \_\_\_\_\_

Buyer: CSI Cells Co., Ltd. (Chop)  
*[Chop is affixed]*

Signature of legal representatives or authorized representative:

/s/ \_\_\_\_\_

**LIST OF SUBSIDIARIES**

CSI Solartronics (Changshu) Co., Ltd., incorporated in the People's Republic of China

CSI Solar Technologies Inc., incorporated in the People's Republic of China

CSI Solar Manufacture Inc., incorporated in the People's Republic of China

Canadian Solar Manufacturing (Luoyang) Inc., formerly known as CSI Central Solar Power Co., Ltd., incorporated in the People's Republic of China

Canadian Solar Manufacturing (Changshu) Inc., formerly known as Changshu CSI Advanced Solar Inc., incorporated in the People's Republic of China

CSI Cells Co., Ltd., incorporated in the People's Republic of China

Canadian Solar (USA) Inc., incorporated in Delaware, USA

CSI Project Consulting GmbH, incorporated in Germany

Canadian Solar Japan K.K., incorporated in Japan

Canadian Solar Solutions Inc., incorporated in Ontario, Canada

CSI Solar Power (China) Inc., incorporated in the People's Republic of China

Canadian Solar EMEA GmbH, formerly known as Canadian Solar (Deutschland) GmbH, incorporated in Germany

Canadian Solar Manufacturing (Ontario) Inc., incorporated in Ontario, Canada

CSI Solar New Energy (Suzhou) Co. Ltd., incorporated in the People's Republic of China

Canadian Solar (Australia) Pty Ltd., incorporated in New South Wales, Australia

Canadian Solar International Limited, incorporated in Hong Kong

**Certification by the Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of  
2002**

I, Shawn (Xiaohua) Qu, certify that:

1. I have reviewed this annual report on Form 20-F of Canadian Solar Inc. (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of Company’s board of directors (or persons performing the equivalent function):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: May 17, 2011

By: /s/ Shawn (Xiaohua) Qu  
Name: Shawn (Xiaohua) Qu  
Title: Chief Executive Officer





**Certification by the Chief Executive Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of  
2002**

In connection with the Annual Report of Canadian Solar Inc. (the "Company") on Form 20-F for the year ended December 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Shawn (Xiaohua) Qu, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 17, 2011

By: /s/ Shawn (Xiaohua) Qu  
Name: Shawn (Xiaohua) Qu  
Title: Chief Executive Officer

**Certification by the Chief Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of  
2002**

In connection with the Annual Report of Canadian Solar Inc. (the "Company") on Form 20-F for the year ended December 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Weiwen Chen, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 17, 2011

By: /s/ Weiwen Chen  
Name: Weiwen Chen  
Title: Chief Financial Officer

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-147042 on Form S-8 of our report dated May 17, 2011, relating to the financial statements and financial statement schedule of Canadian Solar Inc, and the effectiveness of Canadian Solar Inc.'s internal control over financial reporting, appearing in this Annual Report on Form 20-F of Canadian Solar Inc. for the year ended December 31, 2010.

/s/ Deloitte Touche Tohmatsu CPA Ltd.

DELOITTE TOUCHE TOHMATSU CPA LTD.

Shanghai, China

May 17, 2011