

Certification and Agreement of Persons Acquiring Regulation S GDSs
Upon Deposit of Eligible Securities Pursuant to Section 2.5
of the Regulation S Deposit Agreement¹

Citibank, N.A.
Depositary Receipts Department
388 Greenwich Street, 14th Floor
New York, New York 10013

Re: United Renewable Energy Co., Ltd. (Previously known as “Neo Solar Power Corporation”)

We refer to the Regulation S Deposit Agreement, dated as of July 19, 2011 (the "Deposit Agreement"), among UNITED RENEWABLE ENERGY CO., LTD. (PREVIOUSLY KNOWN AS “NEO SOLAR POWER CORPORATION”) (the "Company"), CITIBANK, N.A., as Depositary, and Holders and Beneficial Owners from time to time of Regulation S Global Depositary Shares (the "Regulation S GDSs") evidenced by Regulation S Global Depositary Receipts (the "Regulation S GDRs") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This Certification and Agreement is furnished in connection with the deposit of Eligible Securities and request for issuance of Regulation S GDSs to be evidenced by one or more Regulation S GDR(s) pursuant to Section 2.5, and subject to the restrictions set forth in Section 2.3, of the Deposit Agreement.

2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Regulation S GDRs, the Regulation S GDSs evidenced thereby and the Eligible Securities represented thereby have not been and will not be registered under the Securities Act of 1933 (the "Act") or with any securities regulatory authority in any state or jurisdiction of the United States.

3. We certify that either:

(a) We are, or at the time the Eligible Securities are deposited and at the time the Regulation S GDRs are issued will be, the beneficial owner of the Eligible Securities and of the Regulation S GDSs evidenced by such Regulation S GDR(s), and:

(i) we are not a U.S. person (as defined in Regulation S) and we are located outside the United States (within the meaning of Regulation S under the Act) and

¹ To be used prior to effectiveness of a registration statement on Form F-6 under the Securities Act of 1933 relating to depositary receipts to be issued pursuant to the Deposit Agreement following such effectiveness.

acquired, or have agreed to acquire and will have acquired, the Eligible Securities to be deposited outside the United States (within the meaning of Regulation S),

(ii) we are not an affiliate of the Company or a person acting on behalf of such an affiliate, and

(iii) we are not in the business of buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of Regulation S GDSs, Eligible Securities and Rule 144A GDRs.

OR

(b) We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Eligible Securities are deposited and at the time the Regulation S GDRs are issued will be, the beneficial owner of the Eligible Securities and of the Regulation S GDSs evidenced by such Regulation S GDR(s), and:

(i) it is not a U.S. person and it is located outside the United States and acquired, or has agreed to acquire and will have acquired, the Eligible Securities to be deposited outside the United States,

(ii) it is not an affiliate of the Company or a person acting on behalf of such an affiliate, and

(iii) it is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of Regulation S GDSs, Eligible Securities and Rule 144A GDSs.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____

Title:

Date: _____