FILED: NEW YORK COUNTY CLERK 03/11/2019 10:40 PM INDEX NO. 650847/2019

NYSCEF DOC. NO. 61

RECEIVED NYSCEF: 03/11/2019

# **EXHIBIT 22**

FILED: NEW YORK COUNTY CLERK 03/11/2019 10:40 PM

NYSCEF DOC. NO. 61

INDEX NO. 650847/2019

RECEIVED NYSCEF: 03/11/2019

#### STRICTLY PRIVATE AND CONFIDENTIAL

December 24, 2018

Sky Solar Holdings, Ltd.
Unit 402, 4th Floor, Fairmont House
No. 8 Cotton Tree Drive, Admiralty
Hong Kong Special Administrative Region
People's Republic of China
Attn: Hao Wu, Chairman
Sanjay Shrestha, Chief Financial Officer

## Gentlemen,

I am writing to follow-up on our recent discussions regarding a potential acquisition of Sky Solar Holdings, Ltd. ("<u>Sky Solar</u>") by Hudson Sustainable Investment Management, LLC and/or its affiliates ("<u>Hudson</u>") via a statutory merger under Cayman law, pursuant to which all Sky Solar shareholders would be offered cash for their shares as detailed below, or, in the alternative, the acquisition of all of the outstanding shares (the "<u>SIE Shares</u>") of Sky International Enterprise Group, Limited ("<u>SIE</u>") pursuant to a share purchase agreement with Sky Solar's wholly owned subsidiary Sky Solar Power, Ltd. (in either event, the "Transaction").

We believe that there is a compelling business and financial rationale for Hudson and compelling value for Sky Solar in effecting the Transaction. This proposal is based on careful consideration and reflects our high level of conviction as to the substantial benefits of the Transaction to our respective stakeholders. We are eager to engage in a more robust discussion and to further refine our proposal.

We have carefully studied various developments currently affecting Sky Solar, and we believe that the Transaction would be in the best interests of all. The Hudson team is highly motivated to work with the Sky Solar team to maximize benefits for all parties. Our current thinking, as outlined below, is subject to a process set forth herein, to include further due diligence, during a period of exclusivity as detailed below, and agreement on the terms and conditions of definitive agreements (the "Definitive Agreements"), which we look forward to discussing with you and your professional advisors.

## **Indicative Valuation**

Based on our knowledge of the industry and our review of Sky Solar's public filings and other publicly available information, as well as due diligence performed to date with respect to documents made available to us by Sky Solar, and in consultation with our financial advisors Rothschild & Co., Hudson proposes to acquire 100% of (i) Sky Solar's outstanding equity, on a fully diluted basis, for a range of \$2.15 – \$2.25 per ADS (or \$0.26875 – \$0.28125 per ordinary share), or (ii) the SIE Shares for equivalent aggregate consideration, in each case entirely in cash (the "Indicative Valuation"). This Indicative Valuation constitutes a 367% – 389% premium to Sky Solar's closing share price on December 21, 2018.

#### Financing

Hudson intends to fund the cash consideration associated with our proposal using cash on hand and financing to be provided for the purpose. We have worked with Rothschild & Co. and other advisors in discussions with Deutsche Bank, and we have received from Deutsche Bank a "Highly Confident" letter for such financing.

## **Due Diligence**

We would expect to complete customary due diligence within a period of approximately four weeks after the parties and their professional advisors commence such work, provided that we are provided with the necessary access to and cooperation from Sky Solar and its principal subsidiaries. Hudson will dedicate significant resources to complete this, working with your approved advisors. In addition to Rothschild & Co., as

FILED: NEW YORK COUNTY CLERK 03/11/2019 10:40 PM

NYSCEF DOC. NO. 61

INDEX NO. 650847/2019

RECEIVED NYSCEF: 03/11/2019

financial advisor, our retained advisors include K&L Gates (M&A counsel), Maples & Calder (Cayman counsel), Nishimura & Asahi (Japanese counsel), Guyer & Regules (Uruguayan counsel), Mott MacDonald (technical consultant), DNV GL (technical consultant), and KPMG (tax and accounting).

## **Hudson Approvals**

This proposal has been reviewed and approved by Hudson's senior management and is fully endorsed by its board of directors.

#### **Indicative Timeline**

Working with our advisors, we have developed an indicative timeline, which we are eager to share with you. This indicative timeline calls for a closing of the Transaction no later than February 28, 2019.

#### **Additional Considerations**

As you know, an affiliate of Hudson, Hudson Capital Infrastructure (Global), LLC ("Manager"), is the manager of a fund, Hudson Solar Cayman, LP (the "Fund"), which is the lender under a loan to Sky Solar (the "Loan"). You are also aware that there have been ongoing discussions about resolving various difficulties associated with the Loan. We believe that successful consummation of the proposed Transaction will serve the best interest of both Hudson and the Fund, and therefore can confirm that the Manager will defer further action regarding the Loan pending the outcome of our efforts to consummate the Transaction.

Moreover, Hudson understands that Sky Solar must arrange financing for the payout to Farallon pursuant to its recently settled litigation (the "Farallon Settlement"), which must be completed no later than March 31, 2019. If the proposed Transaction is consummated in accordance with the indicative timeline, the arrangement of this financing will become the responsibility of Hudson. We are working with Deutsche Bank on this financing as well, and expect to incorporate the terms of a subsequent financing into the workstreams associated with the proposed Transaction.

We of course look forward to discussing both of these matters with you and your advisors.

We are aware that another party interested in acquiring Sky Solar has apparently entered into a stock purchase agreement with interests representing Weili Su. We view this situation with grave concern, and believe that Mr. Su's actions imperil the stability of Sky Solar. We further believe that Hudson's proposed Transaction offers the clearest path to stabilizing Sky Solar and avoiding the need for the Manager to pursue remedies for breaches of the Loan, including full acceleration. Upon consummation of the proposed Transaction with Hudson, Sky Solar shareholders would be absolved of both the Hudson Loan and the Farallon Settlement liability and receive fair consideration for their Sky Solar shares.

## **Public Company Acquisition Process/Definitive Agreements**

As would be usual for the acquisition of a NASDAQ listed, Cayman company, such as Sky Solar, or any principal subsidiary thereof, we would expect to have our legal advisors be in early discussions with legal advisors to Sky Solar to ensure an orderly process consistent with all applicable law and practice. Our lawyers at K&L Gates are prepared to have those discussions with your legal advisors as soon as authorized by you.

During those discussions we expect our respective advisors would allocate primary responsibility for preparing the initial drafts of the Definitive Agreements, to include customary representations and warranties, customary closing conditions (including, without limitation, the identification and satisfaction of any regulatory matters), and the process for seeking the favorable recommendation of the Transaction by the board of directors of Sky Solar and, if deemed necessary, the approval of the Transaction by its shareholders. With our respective advisors engaged together at the beginning of January, we believe we can complete a set of proposed Definitive Agreements by on or about January 25, 2019.

FILED: NEW YORK COUNTY CLERK 03/11/2019 10:40 PM

NYSCEF DOC. NO. 61

INDEX NO. 650847/2019
RECEIVED NYSCEF: 03/11/2019

## **Exclusivity**

In consideration of the expenditure of time, effort, and expense to be undertaken by Hudson and its advisors in connection with the proposed Transaction, Sky Solar by its signature below covenants that, for a period commencing on the date hereof and ending on January 25, 2019, Sky Solar shall not, and it shall cause each of its subsidiaries (collectively, including Sky Solar, the "Companies") and other affiliates, and each of their respective directors, officers, employees, representatives, advisors, and agents, not to, directly or indirectly, without Hudson's prior written consent, which consent can be given or withheld in Hudson's absolute discretion, solicit or encourage, or furnish information with respect to, Sky Solar or the Companies, or any of their respective businesses or other affairs, to, any person in connection with the possible sale of the Companies or any material portion of the assets comprising the businesses of each of the Companies, or any merger or similar transaction with respect thereto, or otherwise engage in any such transaction, and any such activities occurring at this time shall immediately cease.

## Confidentiality

Pursuant to and consistent with the terms of the Non-Disclosure Agreement dated May 4, 2018 entered into between Hudson and Sky Solar, Hudson requires that the submission of this proposal, which of course is non-binding on the parties, and the discussions preceding and following the submission of this proposal, and any information regarding the Transaction, remain confidential.

\*\*\*

I sincerely hope that Sky Solar's board of directors and management team will share our enthusiasm and look forward to continuing our discussions. I can assure you and your stakeholders that this matter has the highest priority for Hudson.

Sincerely,

Hudson Sustainable Investment Management, LLC

AGREED:

Sky Solar Holdings, Ltd.

By: \_\_\_\_\_ Name:

Title: