

CHINA SOLAR ENERGY HOLDINGS LIMITED

華基光電能源控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 155)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of China Solar Energy Holdings Limited (the “Company”) will be held at Room A, 1/F, Harbour View International House, 4 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 March 2008 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s), the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) (i) the conditional asset purchase agreement dated 27 April 2007 (the “Asset Purchase Agreement”, varied by a supplemental agreement dated 11 October 2007) entered into between Terra Solar Global, Inc. (“TSG”) and Terra Solar North America, Inc. (“TSNA”) (TSG and TSNA being subsidiaries of the Company) as seller and Solar Co. NJ as buyer in relation to the purchase of production facilities located at the Premises (as defined hereinafter), (ii) the assignment and assumption of the lease dated 27 April 2007 (the “Assignment of Lease”) entered into between TSNA as assignor and Solar Co. NJ as assignee in relation to the assignment of all rights and obligations under the lease on the commercial premises located at 200 Ludlow Drive, Ewing, New Jersey, USA (the “Premises”) granted by the landlord to TSNA of the assignor to the assignee, and (iii) the agreement dated 27 April 2007 (the “Settlement Agreement”) entered into among TSG, Renewable Energy Solution, Inc. and Dr. Zoltan J. Kiss in relation to, among others, transfer of TSG’s rights and obligations under the Blue Star Project (details of the Blue Star Project, the Asset Purchase Agreement, the Assignment of Lease and the Settlement Agreement are set out in the Company’s circular dated 29 February 2008 (the “Circular”) (copies of the Asset Purchase Agreement, the Assignment of Lease, the Settlement Agreement and the Circular have been tabled at the meeting and marked “A”, “B”, “C” and “D” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorized to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the the Asset Purchase Agreement, the Assignment of Lease and the Settlement Agreement and all transactions contemplated thereunder.”

* *For identification purpose only*

2. “**THAT** Mr. Henry J. Behnke III be and is hereby re-elected as a director of the Company.”
3. “**THAT** Mr. On Kien Quoc be and is hereby re-elected as a director of the Company.”

By Order of the Board
China Solar Energy Holdings Limited
Pierre Seligman
Managing Director

Hong Kong, 29 February 2008

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

21/F.,
3 Lockhart Road
Wanchai
Hong Kong

Notes:

1. Every shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the meeting is enclosed herewith.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto provided that if more than one of such joint holders are present at the meeting personally or by proxy that one of said persons so present whose name stands first on the register of shareholders of the Company shall alone be entitled to vote in respect thereof.
4. To be valid, the form of proxy, duly signed, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–16, 17/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
5. Brief biographical details of the two directors of the Company who are proposed for re-election at the meeting are set out in Appendix V of the circular of the Company dated 29 February 2008.

As at the date of this announcement, the Board comprises four executive directors namely Pierre Seligman, Mr Chu Chik Ming Jack, Mr Chan Wai Kwong Peter and Mr On Kien Quoc, one non-executive director namely Henry J. Behnke III and three independent non-executive directors namely Mr. Chow Siu Ngor, Mr. Yin Tat Man and Mr. Tam Kam Biu, William.