

# 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)

### FORM OF PROXY for SPECIAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ share(s)  
of HK\$0.01 each (the "Share(s)") in the capital of China Solar Energy Holdings Limited (the "Company"),  
HEREBY APPOINT <sup>(note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

OR FAILING HIM THE CHAIRMAN OF THE MEETING (as defined below) as my/our proxy to attend and act for me/us and on my/our behalf at the Special General Meeting of the Company to 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. (the "Meeting") for the purpose of considering and, if thought fit, with or without modification, passing the resolutions as set out in the notice convening the Meeting (the "Notice of Meeting") and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1. To approve, confirm and ratify the Asset Purchase Agreement, the Assignment of Lease and the Settlement Agreement and the transactions contemplated thereunder.		
2. To re-elect Mr. Henry J. Behnke III as Director.		
3. To re-elect Mr. On Kien Quoc as Director.		

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

Full name(s) (Block Capitals) <sup>(note 1)</sup> \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

#### Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the relevant reference and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for the resolution, tick in the relevant box marked "For". If you wish to vote against the resolution, tick in the relevant box marked "Against". If no direction is given the proxy will vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting in addition to the one referred to in the Notice of Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign on behalf of the corporation.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 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 adjournment thereof.
7. In the case of joint holders of a Share, if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion of this form will not preclude you from attending and voting at the Meeting if you so wish.

\* For identification purposes only