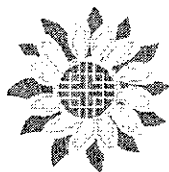


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## NOTICE OF SGM

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### CHINASOLAR ENERGY

### 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)

(Warrant Code : 932)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of the shareholders (the “SGM”) of China Solar Energy Holdings Limited (the “Company”) to be held at Falcon Room II, Basement, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on 1 August 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT**

- (a) the agreement dated 8 July 2011 entered into between the Company as purchaser, Zheng Zhi Hong and Power Metro Investments Limited (collectively the “Vendors”) as vendors and Chow Ka Chun Andrew as guarantor of the performance and discharge by Power Metro Investments Limited of its obligations under the agreement in relation to the acquisition of the entire equity interest in Solar Market Limited, as amended and supplemented by the supplemental agreement dated 12 July 2011 and entered into by the Company, the Vendors and Chow Ka Chun Andrew (“**Sale and Purchase Agreement**”), copies of which are produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved;

\* For identification purposes only

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## NOTICE OF SGM

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- (b) the allotment and issue of the Consideration Shares (as defined in the circular of the Company dated 14 July 2011, a copy of which is produced to the meeting marked "B" and signed by the chairman of the meeting for the purpose of identification) to the Vendors pursuant to and subject to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved; and
- (c) any director of the Company be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder."

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

Hong Kong, 14 July 2011

*Registered Office:*  
Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of Business in Hong Kong:*  
Room 4003-4005, China Resources Building  
26 Harbour Road, Wanchai  
Hong Kong

*Notes:*

1. Every shareholder entitled to attend and vote at the meeting is entitled to appoint one or (if he holds two or more shares) more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. 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 were solely entitled thereto provided that if more than one of such holders be present at the meeting personally or by proxy that one of the said persons so present whose name stands first on the register of shareholders in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or certified copy thereof, must be deposited with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investors Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
4. As at the date hereof, the board of directors of the Company comprises six executive directors, being Mr Yeung Ngo, Mr Yang Yuchun, Ms Jin Yin, Mr Pierre Seligman, Mr Chan Wai Kwong Peter and Mr On Kien Quoc and four independent non-executive Directors being Mr Yin Tat Man, Mr Choi Shek Chau, Mr Choy Tak Ho and Mr Chong Chi Wah.