

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, solicitor, accountant, bank manager or other financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or from another appropriate independent financial adviser if you are in any territory outside the United Kingdom.

If you have sold or transferred your shares in ReneSola Ltd, please send this document, together with the related Form of Proxy or Form of Direction, as applicable, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale was effected, for onward transmission to the purchaser or transferee. If you have sold or transferred, or sell or transfer only part of your holding of shares in ReneSola Ltd, please consult the stockbroker, bank or agent through whom the sale or transfer was effected.

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## **ReneSola Ltd**

*(Incorporated under the laws of the British Virgin Islands with registered number 1016246)*

### **Proposed Cancellation of Admission to Trading on AIM of the Shares**

**and**

### **Notice of Annual General Meeting**

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**Notice of the Annual General Meeting is set out at the end of this document.** Whether or not you intend to be present at the Annual General Meeting, you are urged to complete and return the enclosed Form of Proxy or Form of Direction, as applicable, in accordance with the instructions printed thereon, in the case of the Form of Proxy, so as to arrive at the office of the Company's registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, not later than 6.00 a.m. (UK time) on 18 August 2010 or 48 hours before the time for holding any adjourned meeting. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the meeting in person. In the case of a Form of Direction, it should be delivered (together with any power of attorney or other authority under which it is signed) by post or by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 72 hours before the time fixed for the meeting or any adjourned meeting.

Copies of this document will be available free of charge during normal business hours on any week day at the offices of Westhouse Securities Limited, One Angel Court, London EC2R 7HJ from the date of this document until the conclusion of the Annual General Meeting.

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### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

ADS Record Date	13 July 2010
Publication date of this document	27 July 2010
Latest time and date for receipt of Forms of Direction	6.00 a.m. (UK time) on 17 August 2010
Latest time and date for the receipt of Forms of Proxy	6.00 a.m. (UK time) on 18 August 2010
Annual General Meeting	6.00 a.m. (UK time) on 20 August 2010
Expected last day of dealings in Shares on AIM	29 November 2010
Expected date of cancellation of admission to trading on AIM of the Shares	30 November 2010

#### Notes:

- (1) If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through a regulatory information service recognised by the London Stock Exchange.
- (2) The Cancellation requires the approval of not less than 75 per cent. of the votes cast by Shareholders on Resolution 7 to be proposed at the AGM.

## DEFINITIONS

“Admission”	the admission of the Shares to trading on AIM
“ADS Record Date”	13 July 2010
“AIM”	AIM, the market operated by the London Stock Exchange
“AIM Rules”	the London Stock Exchange AIM Rules for Companies
“American Depositary Shares” or “ADSs”	American Depositary Shares, each representing two Shares, and listed on the NYSE under the symbol “SOL”
“American Depositary Receipt” or “ADR”	an American Depositary Receipt representing receipt of ADS or ADSs
“Annual General Meeting” or “AGM”	the Annual General Meeting of the Company convened for 6.00 a.m. (UK time) on 20 August 2010 at Latham & Watkins LLP, 49/F Jin Mao Tower, 88 Century Boulevard, Pudong, Shanghai, China and any adjournment thereof
“Cancellation”	the proposed cancellation of admission to trading on AIM of the Shares
“Company” or “ReneSola”	ReneSola Ltd
“CREST”	the electronic paperless transfer and settlement system to facilitate the transfer of title of shares in uncertificated form operated by Euroclear UK & Ireland Limited
“Deposit Agreement”	the deposit agreement entered into between the Company, US Depositary, and Owners and Holders of ADSs dated 28 January 2008
“Deposit Certification”	certification required of shareholders to certify that Shares deposited for issuance of ADSs resulted from conversion of DIs or that Shares deposited are not restricted shares
“Depositary Interest Register”	the register in relation to a particular series of Depositary Interests, the register of holders which is maintained in the United Kingdom on behalf of the UK Depositary by the Depositary Interest Registrar
“Depositary Interest Registrar”	Capita Registrars Limited
“Depositary Interests” or “DIs”	depositary interests of a particular series issued in uncertificated form from time to time by the UK Depositary on the terms and conditions of the Trust Deed and in accordance with the Regulations, title to which is evidenced by entry on the Depositary Interest Register and which represent a particular class of company securities

“Directors” or “Board”	the directors of ReneSola whose names appear on page 5 of this document
“DTC”	The Depository Trust Company
“Form of Direction”	the form of direction for use by Depository Interest holders at the AGM or any adjournment thereof
“Form of Proxy”	the form of proxy for use at the AGM or at any adjournment thereof
“London Stock Exchange”	London Stock Exchange plc
“Notice of Annual General Meeting”	the notice of AGM which is set out on page 11 of this document
“NYSE”	New York Stock Exchange
“Resolutions”	the resolutions to be proposed at the AGM in the form set out in the Notice of AGM
“Shareholder(s)”	holder(s) of the Shares and “Shareholder” means any one of them
“Shares”	fully paid shares of no par value in the capital of the Company, and “Share” means any one of them
“Trust Deed”	the trust deed poll executed by the UK Depository on 19 June 2006, pursuant to which the Depository Interests were constituted
“UK Depository”	Capita IRG Trustees Limited
“US Depository”	The Bank of New York Mellon
“Westhouse”	Westhouse Securities Limited, the Company's Nominated Adviser and Broker as those terms are defined in the AIM Rules

## LETTER FROM THE CHAIRMAN

*Directors:*

Mr. Martin Bloom *Independent Director and Non-Executive Chairman*  
Mr. Xianshou Li *Chief Executive Officer*  
Mr. Yuncai Wu *Executive Director*  
Mr. Tan Wee Seng *Independent Director*  
Mr. Jing Wang *Independent Director*

*Registered Office:*

Craigmuir Chambers  
P.O. Box 71  
Road Town  
Tortola  
British Virgin Islands

27 July 2010

*To Shareholders and, for information only, to holders of options to subscribe for Shares*

Dear Shareholder

### **PROPOSED CANCELLATION OF ADMISSION TO TRADING ON AIM**

#### **NOTICE OF ANNUAL GENERAL MEETING**

##### **1. Introduction**

Today the Company announced the Directors' intention to apply for the cancellation of the admission of the Company's shares to trading on AIM. Cancellation is conditional upon the consent of Shareholders, by a majority of not less than 75 per cent. of the votes cast at a meeting of Shareholders.

At the end of this document, there is a Notice of Annual General Meeting which has been convened for 6.00 a.m. (UK time) on 20 August 2010 at Latham & Watkins LLP, 49/F Jin Mao Tower, 88 Century Boulevard, Pudong, Shanghai, China. Resolution 7 to be voted on by Shareholders at the AGM relates to the Cancellation. Shareholders not intending to attend the AGM should complete and return the enclosed Form of Proxy (or in the case of Depository Interest holders, the Form of Direction) in accordance with the instructions printed thereon.

##### **2. Background to and reasons for the Cancellation**

ReneSola was admitted to trading on AIM in August 2006 and subsequently obtained a listing of its ADSs on the NYSE in January 2008. Since being NYSE listed, the Company has seen an increasing number of Shareholders migrating their shareholdings in the Company from AIM to the NYSE due to higher levels of liquidity. From 4 January to 21 July 2010, the average daily volume of ADSs traded on the NYSE has been 1,969,189 representing 3,938,378 Shares against 291,224 Shares traded on AIM (Source: Bloomberg). This represents nearly 14 times as many Shares traded on the NYSE as on AIM.

There are significant costs associated with maintaining the Company's AIM quotation, including the annual fees payable to the London Stock Exchange, nominated adviser and broker fees and other related professional costs. Cancellation of the Company's AIM quotation will, accordingly, reduce its recurring administrative overheads.

In deciding to seek Shareholder approval for the Cancellation, the Directors have taken the following into account:

- (1) the relative inactivity, in share trading volume terms, of the Shares on AIM in comparison to that on the NYSE; and
- (2) the removal of the ongoing obligations and costs associated with the Company's continuing compliance with the AIM Rules and maintaining the quotation, together with the potential for conflict between the two regulatory regimes.

For these reasons, the Directors believe that the cost and administrative burden of maintaining the AIM quotation outweigh the benefits which the Company receives from its AIM quotation.

### 3. Cancellation

Pursuant to Rule 41 of the AIM Rules, the Directors have notified the London Stock Exchange of the date of the proposed Cancellation. The Cancellation is conditional upon the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the AGM. Accordingly, the Resolution numbered 7 set out in the Notice of AGM seeks Shareholders' approval of the Cancellation.

Subject to the Resolution having been passed at the AGM, it is anticipated that trading in the Shares on AIM will cease at close of business on 29 November 2010. The proposed date for the Cancellation taking effect is 30 November 2010.

### 4. Consequences of the Cancellation

If the Cancellation becomes effective, the Shares will no longer be traded on AIM, the Trust Deed which established the Depositary Interests will be terminated in accordance with its terms and the CREST facility will be cancelled. Westhouse will cease to be the nominated adviser and broker to the Company. The Company will no longer be required to comply with the AIM Rules. The Company will maintain its listing of ADSs on the NYSE, where the ADSs will continue to be traded and it will, therefore, continue to be required to comply with all the obligations under of the NYSE rules.

Shareholders whose Shares are not currently held in ADSs and who choose to convert their Shares into ADSs will receive from the US Depositary one ADS for every two Shares currently held by them either in the form of DIs or in certificated form. Such Shareholders will be able to trade the issued ADSs on the NYSE alongside the existing ADSs. **During the period from the AGM and the earliest cancellation date, being 30 November 2010, the Company will absorb the associated costs resulting from the conversion of Shares into ADSs.** For more information about the odd numbers of shares, see Section 6 below.

Shareholders who choose not to convert their Shares into ADSs at this time will continue to be shareholders of the Company holding Shares without a liquid market. Should Shareholders choose to convert their Shares into ADSs at a later time, they must follow the conversion procedure and pay a conversion fee to the US Depositary. Shareholders choosing to convert their Shares into ADSs within the six month period following the Cancellation will be required to complete a Deposit Certification. Thereafter, the US Depositary may require Shareholders to obtain a US legal opinion in place of a Deposit Certification to support the eligibility of their conversion.

Following the Cancellation, holders of ADSs will no longer be able cancel their ADSs and receive DIs in order to trade on AIM.

### 5. Annual General Meeting

At the end of this document, there is the Notice of Annual General Meeting of the Company to be held at 6.00 a.m. (UK time) on 20 August 2010 at the offices of Latham & Watkins LLP, 49/F Jin Mao Tower, 88 Century Boulevard, Pudong, Shanghai, China. At this meeting, the Resolution will be proposed as follows:-

"That the admission of the Company's shares of no par value trading on AIM, a market operated by London Stock Exchange plc, be cancelled and that the Directors be and are hereby authorised to take all steps which are necessary and desirable in order to effect such cancellation with effect from 30 November 2010 or such later date as the Directors may determine." To be effective, the Resolution requires the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the AGM.

If the Resolution is passed at the AGM, it is anticipated that the earliest date of Cancellation is 30 November 2010. Should the Cancellation date be delayed, then ten clear business days' notice will be provided of the later date.

## 6. Action to be taken

### Voting at the AGM – Shareholders and Depositary Interest Holders

Shareholders listed on the Company's register at 6.00 p.m. (UK time) on 18 August 2010 shall be entitled to participate at the AGM and vote there in person or by proxy.

Enclosed with this document is a Form of Proxy. Whether or not you propose to attend the AGM personally, you are urged to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 6.00 a.m. on 18 August 2010. Completion of a Form of Proxy will not preclude you from attending and voting at the Annual General Meeting in person should you wish to do so.

In the case of holders of Depositary Interests representing Shares in the capital of the Company, a Form of Direction (of which a copy is enclosed) must be completed in order to appoint the UK Depositary as the registered Shareholder to vote on the DI holder's behalf (as per the instructions received on the Form(s) of Direction) at the meeting or, if the meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Direction (and any power of attorney or other authority under which it is signed) must be delivered by post or by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 72 hours before the time fixed for the meeting or any adjourned meeting.

### Voting at the AGM – ADS Holders

As a Registered Holder of ADSs representing Shares as at the Record Date, you may instruct the US Depositary to vote the underlying shares in accordance with the Deposit Agreement.

Registered Holders of ADSs will receive a Depositary Receipt Voting Instruction Card for this purpose and this must be completed, signed and returned prior to 12 August 2010 at 5:00 p.m. EST. Voting Instruction Cards for registered holders may be returned to the US Depositary at:

ReneSola Ltd  
P.O. Box 8016  
Cary, NC 27512-9903

Holders of ADSs holding ADRs through a financial intermediary (Bank or Brokerage Firm) must rely on the procedures of the financial intermediary to ensure participation in the AGM.

### Conversion from Shares to ADSs

If Shareholders resolve to cancel the Company's AIM quotation, the earliest date of Cancellation is 30 November 2010. Should the Cancellation date be delayed, ten clear business days' notice will be provided of the later date. Shareholders whose Shares are not currently held in ADSs should take steps to convert their DIs or certificated Shares into ADSs within the period between the AGM and the earliest date of Cancellation. **During the period from the AGM and the earliest cancellation date, being 30 November 2010, the Company will absorb the associated costs resulting from the conversion of Shares into ADSs.**

After expiry of this period, in order to convert their DIs or certificated Shares into ADSs, Shareholders will need to comply with additional conversion requirements, including completing a Deposit Certification, and paying a conversion fee to the US Depositary. The conversion fee is currently US\$5.00 per 100 ADSs issued. In addition, six months after the earliest date of Cancellation, the US Depositary may require Shareholders to also obtain a US legal opinion to support the eligibility of their conversion. **Therefore, the Company recommends that Shareholders who wish to hold ADSs complete the conversion process as soon as possible after the Cancellation is approved.**

## Odd Numbers of Shares

As an ADS represents two Shares, Shareholders who choose to convert their Shares into ADSs will receive one ADS for every two Shares currently held by them either in the form of DIs or in certificated form. Consequently Shareholders holding an odd number of Shares should be aware that they will be unable to transfer their single remaining Share into an ADS. Shareholders are advised that they will be contacted by the Company in due course regarding any such single Share held by them remaining on the share register following Cancellation. It is likely that the Company will propose plans to consolidate the single Shares and transfer them into ADSs which will be sold and the proceeds of their sale will be donated to charity. Please note there will be no liquid market for Shares not represented by ADSs after the Cancellation.

## Holders of Depositary Interests

1) Depositary Interest holders who wish to hold ADSs should arrange to submit a stock withdrawal request without delay and in accordance with established CREST procedures in order to rematerialise their shareholding before 30 November 2010.

2) Immediately after submitting the stock withdrawal request (as above), Depositary Interest holders are requested to transfer their Shares into the name of BNY (Nominees) Limited, One Canada Square, London E14 5AL by completing and returning the enclosed stock transfer form to the address below, noting that their share certificate will be held by Capita pending receipt of the stock transfer form and will not be dispatched to the Shareholder upon rematerialisation. Shareholders should complete the stock transfer form for an even number of shares only.

Transfer Processing Department  
Capita Registrars Limited  
The Registry  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU

Queries relating to the share and Depositary Interest registers should be directed to Louise Connell at Tel +44 20 8639 1050 and [lconnell@capitaregistrars.com](mailto:lconnell@capitaregistrars.com)

3) Once the transfer is processed, the resulting new share certificate will then be sent to The Bank of New York Mellon in Manchester by Capita Registrars and the process of converting Shares into ADSs will begin.

4) At this stage, Shareholders should decide in what form they wish to receive their ADSs. Shareholders can choose to hold ADSs through their US broker, UK broker, or in certificated form if a Shareholder does not have a US or UK broker.

- Shareholders who choose to receive ADSs through their US broker must retrieve from their broker its DTC participant account number, together with the beneficiary name and account at the DTC participant, where the ADSs are to be delivered to.
- Shareholders who choose to receive ADSs through their UK broker must retrieve from their broker their CREST ID.
- Shareholders who do not have a US or UK broker may choose to receive the ADSs in certificated form.

Shareholders are required to send details of how they wish to hold their ADSs by email to Sam Mobey and Raymond Haskew (contact details below) at The Bank of New York Mellon Safe Custody Operations Group.

Any queries relating to the deposit of the new share certificates with The Bank of New York Mellon Safe Custody Operations Group may be directed to Sam Mobey at Tel: +44 161 725 3462 or by email: [sam.mobey@bnymellon.com](mailto:sam.mobey@bnymellon.com); or Raymond Haskew at Tel: +44 161 687 3390 or by email [raymond.a.haskew@bnymellon.com](mailto:raymond.a.haskew@bnymellon.com).

5) Upon safe receipt of share certificate in the name of BNY (Nominees) Limited and provided that all appropriate information and details are in order, The Bank of New York Mellon Safe Custody Operations Group will provide the necessary confirmation to the Depository Receipts Division so that it may create and deliver the ADSs through DTC, to the specified DTC participant account, through CREST, or in certificated form in accordance with the Shareholder's instructions.

Queries relating to the settlement of ADSs may be directed to Peter Ridgwell at Tel: +44 207 964 6178 or email: peter.ridgwell@bnymellon.com.

6) It is expected that the entire conversion process should take approximately five business days to complete, whereupon Shareholders who previously held Shares through DIs in CREST will receive ADSs and be able to trade them on the NYSE.

If any Depository Interests are still outstanding at 30 November 2010, they will automatically be withdrawn from CREST, the CREST members name will then be added to the share register and a share certificate dispatched to the Depository Interest holder.

### **Holders of Certificated Shares**

1) Holders of certificated Shares who wish to hold ADSs should transfer their shares into the name of BNY (Nominees) Limited, One Canada Square, London E14 5AL, by completing the enclosed stock transfer form. The form and their share certificate should then be sent to:

Transfer Processing Department  
Capita Registrars Limited  
The Registry  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU

Queries relating to the share register should be directed to Louise Connell at Tel +44 20 8639 1050 and lconnell@capitaregistrars.com

2) Once the transfer is processed, the resulting share certificate will then be sent to The Bank of New York Mellon in Manchester by Capita Registrars to start the process of converting Shares into ADSs .

3) At this stage, Shareholders should decide in what form they wish to receive their ADSs. Shareholders can choose to hold ADSs through their US broker, UK broker, or in certificated form if a Shareholder does not have a US or UK broker.

- Shareholders who choose to receive ADSs through their US broker must retrieve from their broker its DTC participant account number, together with the beneficiary name and account at the DTC participant, where the ADSs are to be delivered to.
- Shareholders who choose to receive ADSs through their UK broker must retrieve from their broker their CREST ID.
- Shareholders who do not have a US or UK broker may choose to receive the ADSs in certificated form.

Shareholders are required to send details of how they wish to hold their ADSs by email to Sam Mobey and Raymond Haskew (contact details below) at The Bank of New York Mellon Safe Custody Operations Group.

Any queries relating to the deposit of the new share certificates with The Bank of New York Mellon Safe Custody Operations Group may be directed to Sam Mobey at Tel: +44 161 725 3462 or by email: sam.mobey@bnymellon.com; or Raymond Haskew at Tel: +44 161 687 3390 or by email raymond.a.haskew@bnymellon.com.

5) Upon safe receipt of share certificate in the name of BNY (Nominees) Limited and provided that all appropriate information and details are in order, The Bank of New York Mellon Safe Custody Operations Group will provide the necessary confirmation to the Depository Receipts Division so that

it may create and deliver the ADSs through DTC to the specified DTC participant account, through CREST, or in certificated form in accordance with the Shareholder's instructions.

Queries relating to the settlement of ADSs may be directed to Peter Ridgwell at Tel: +44 207 964 6178 or email: peter.ridgwell@bnymellon.com.

6) It is expected that the entire conversion process should take approximately five business days to complete, whereupon Shareholders who previously held Shares in certificated form will receive ADSs and be able to trade them on the NYSE.

### **Holders of ADSs**

Shareholders whose Shares are currently represented by ADSs **need take no action**. ADSs will continue to trade on the NYSE.

### **7. Important Information**

Shareholders who do not convert their Shares into ADSs in the period between the AGM and 30 November 2010, being the earliest Cancellation date, must follow additional conversion procedures, including a Deposit Certification, and pay a conversion fee to the US Depositary should they choose to convert their Shares into ADSs at a later time. The conversion fee is currently US\$5.00 per 100 ADSs issued. Six months after the earliest date of Cancellation, the US Depositary may require Shareholders to obtain a US legal opinion in place of a Deposit Certification to support the eligibility of their conversion.

As an ADS represents two Shares, Shareholders who choose to convert their Shares into ADSs will receive one ADS for every two Shares currently held by them either in the form of DIs or in certificated form. Consequently Shareholders holding an odd number of Shares should be aware that they will be unable to transfer their single remaining Share into an ADS. Shareholders are advised that they will be contacted by the Company in due course regarding single Shares remaining on the share register following Cancellation. It is likely that the Company will propose plans to consolidate the single Shares and transfer them into ADSs which will be sold and the proceeds of their sale will be donated to charity. **Please note there will be no liquid market for Shares not represented by ADSs after the Cancellation.**

### **8. Directors' Recommendation**

The Directors are of the opinion that the Cancellation of the admission of the Shares to trading on AIM is in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that Shareholders vote in favour of the Resolution to approve the Cancellation at the Annual General Meeting, as they intend to do so in respect of the Shares in which they are beneficially interested or which they are entitled to vote at their discretion, totalling 56,749,909 Shares, representing approximately 33 per cent. of the issued share capital of the Company.

Yours faithfully

**Martin Bloom**

Independent Director and non-executive Chairman

## **RENESOLA LTD (the "Company")**

*(Incorporated under the laws of the British Virgin Islands with registered number 1016246)*

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of ReneSola Ltd (the "**Company**") will be held at the offices of Latham & Watkins LLP, 49/F, Jin Mao Tower, 88 Century Boulevard, Pudong, Shanghai, China at 6:00 a.m. (UK time) on 20 August 2010 for the purpose of considering and, if thought fit, passing the following resolutions by a simple majority of the votes cast by the Shareholders present in person or by proxy at this meeting:

1. To receive, consider and approve the financial statements for the year ended 31 December 2009, together with the reports of the auditors thereon.
2. To re-elect Martin Bloom as a director of the Company, who is retiring by rotation and offering himself for re-election in accordance with the Company's Articles of Association.
3. To authorise the Directors to re-appoint Deloitte Touche Tohmatsu as Auditors of the Company to hold office until the conclusion of the next General Meeting at which the accounts are laid.
4. To authorise the Directors to determine the remuneration of the Auditors.
5. That the maximum number of shares the Company is authorised to issue be increased from 250,000,000 shares of no par value to 500,000,000 shares of no par value having the rights set out in the Memorandum and Articles of Association.
6. That the 2007 Share Incentive Plan be amended so as to increase the number of reserved shares which may be issued in accordance with the rules of the 2007 Share Incentive Plan from 7,500,000 shares of no par value to 12,500,000 shares of no par value.

The following resolution shall require approval by not less than 75 per cent. of the votes cast by the Shareholders present in person or by proxy at this meeting:

7. That the admission of the Company's shares of no par value trading on AIM, a market operated by London Stock Exchange plc, be cancelled and that the Directors be and are hereby authorised to take all steps which are necessary and desirable in order to effect such cancellation with effect from 30 November 2010 or such later date as the Directors may determine.

27 July 2010

By order of the board  
**RENESOLA LTD**

Martin Bloom  
Chairman

Registered office  
Craigmuir Chambers P.O. Box 71, Road Town,  
Tortola, British Virgin Islands  
Registered No. 1016246

## Notes

1. A member entitled to attend and vote at the Annual General Meeting convened by the above Notice is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
2. In the case of joint holders, if two or more persons hold shares of the Company jointly each of them may be present in person or by proxy at the meeting of the Shareholders and may speak as a Shareholder, if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners and if two or more are present in person or by proxy they must vote as one.
3. To appoint a proxy you should complete the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy of the same, must be delivered to the offices of Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 48 hours before the time fixed for the meeting or any adjourned meeting.
4. In the case of holders of Depositary Interests representing shares of the Company, a Form of Direction (of which a copy is enclosed) must be completed in order to appoint Capita IRG Trustees Limited, the UK Depositary, to vote on the holder's behalf at the meeting or, if the meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed form of direction (and any power of attorney or other authority under which it is signed) must be delivered by post or by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 72 hours before the time fixed for the meeting or any adjourned meeting.
5. Depositary Interest holders must indicate how they wish their votes to be cast by placing "X" in the box provided. On receipt of a Form of Direction duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions.
6. Any alterations made to the Form of Direction or Form of Proxy should be initialled.
7. In the case of a corporation the Form of Direction or Form of Proxy should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
8. As a Registered Holder of American Depositary Shares representing shares of the Company as of the Record Date, you may instruct the US Depositary (The Bank of New York Mellon) to vote the underlying shares in accordance with the Deposit Agreement.
9. Registered Holders of American Depositary Shares will receive a Depositary Receipt Voting Instruction Card for this purpose and this must be completed, signed and returned prior to 12 August 2010 at 5:00 p.m. EST. Voting Instruction Cards for registered holders may be returned to the US Depositary at:  
  
ReneSola Ltd  
P.O. Box 8016  
Cary, NC 27512-9903
10. If you hold American Depositary Shares representing shares in the Company indirectly through a financial intermediary (Bank or Brokerage Firm), you must rely on the procedures of the financial intermediary through which you hold your shares to ensure participation in the shareholders meeting.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the relevant register of members of the Company at close of business on 18 August 2010 shall be entitled to attend and vote at the shareholders meeting or, if the meeting is adjourned, close of business on such date being not more than two days prior to the date fixed for the adjourned meeting. Changes to entries in the register of members after close of business on 18 August 2010 shall be disregarded in determining the right of any person to attend or vote at the meeting.

ReneSola Ltd is a BVI incorporated company with a registered number of 1016246

**ReneSola Ltd**  
**(the "Company")**  
**FORM OF PROXY**

I/We

.....  
(PLEASE COMPLETE IN BLOCK CAPITALS)

of

.....  
being (a) member(s) of the Company, hereby appoint the CHAIRMAN OF THE MEETING

or.....  
(SEE NOTES)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 6:00 a.m. (UK time) on 20 August 2010 and at any adjournment thereof.

	<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>
1.	To receive, consider and approve the financial statements for the year ended 31 December 2009, together with the reports of the auditors thereon.		
2.	To re-elect Martin Bloom as a director of the Company, who is retiring by rotation and offering himself for re-election in accordance with the Company's Articles of Association.		
3.	To authorise the Directors to re-appoint Deloitte Touche Tohmatsu as Auditors of the Company to hold office until the conclusion of the next General Meeting at which the accounts are laid.		
4.	To authorise the Directors to determine the remuneration of the Auditors.		
5.	That the maximum number of shares the Company is authorised to issue be increased from 250,000,000 shares of no par value to 500,000,000 shares of no par value having the rights set out in the Memorandum and Articles of Association.		
6.	That the 2007 Share Incentive Plan be amended so as to increase the number of reserved shares which may be issued in accordance with the rules of the 2007 Share Incentive Plan from 7,500,000 shares of no par value to 12,500,000 shares of no par value.		
7.	That the admission of the Company's shares of no par value trading on AIM, a market operated by London Stock Exchange plc, be cancelled and that the Directors of the Company be and are hereby authorised to take all steps which are necessary and desirable in order to effect such cancellation with effect from 30 November 2010 or such later date as the Directors may determine.		

Dated this .....day of..... 2010

Signature.....

## Notes

1. A member entitled to attend and vote at the Annual General Meeting convened by the above Notice is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
2. In the case of joint holders, if two or more persons hold shares of the Company jointly each of them may be present in person or by proxy at the meeting of the Shareholders and may speak as a Shareholder, if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners and if two or more are present in person or by proxy they must vote as one.
3. To appoint a proxy you should complete the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy of the same, must be delivered to the offices of Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 48 hours before the time fixed for the meeting or any adjourned meeting.
4. In the case of holders of Depositary Interests representing shares of the Company, a Form of Direction (of which a copy is enclosed) must be completed in order to appoint Capita IRG Trustees Limited, the UK Depositary, to vote on the holder's behalf at the meeting or, if the meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed form of direction (and any power of attorney or other authority under which it is signed) must be delivered by post or by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 72 hours before the time fixed for the meeting or any adjourned meeting.
5. Depositary Interest holders must indicate how they wish their votes to be cast by placing "X" in the box provided. On receipt of a Form of Direction duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions.
6. Any alterations made to the Form of Direction or Form of Proxy should be initialled.
7. In the case of a corporation the Form of Direction or Form of Proxy should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
8. As a Registered Holder of American Depositary Shares representing shares of the Company as of the Record Date, you may instruct the US Depositary (The Bank of New York Mellon) to vote the underlying shares in accordance with the Deposit Agreement.
9. Registered Holders of American Depositary Shares will receive a Depositary Receipt Voting Instruction Card for this purpose and this must be completed, signed and returned prior to 12 August 2010 at 5:00 p.m. EST. Voting Instruction Cards for registered holders may be returned to the US Depositary at:  
  
ReneSola Ltd  
P.O. Box 8016  
Cary, NC 27512-9903
10. If you hold American Depositary Shares representing shares in the Company indirectly through a financial intermediary (Bank or Brokerage Firm), you must rely on the procedures of the financial intermediary through which you hold your shares to ensure participation in the shareholders meeting.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the relevant register of members of the Company at close of business on 18 August 2010 shall be entitled to attend and vote at the shareholders meeting or, if the meeting is adjourned, close of business on such date being not more than two days prior to the date fixed for the adjourned meeting. Changes to entries in the register of members after close of business on 18 August 2010 shall be disregarded in determining the right of any person to attend or vote at the meeting.

ReneSola Ltd is a BVI incorporated company with a registered number of 1016246

**ReneSola Ltd**  
**(the "Company")**  
**FORM OF DIRECTION**

I/We

.....  
(PLEASE INSERT FULL NAME(S) AND ADDRESS(ES) IN BLOCK CAPITALS)

of

.....  
being a holder of Depositary Interests representing shares in ReneSola Ltd hereby instruct Capita IRG Trustees Limited, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the Annual General Meeting of ReneSola Ltd to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

	<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>
1.	To receive, consider and approve the financial statements for the year ended 31 December 2009, together with the reports of the auditors thereon.		
2.	To re-elect Martin Bloom as a director of the Company, who is retiring by rotation and offering himself for re-election in accordance with the Company's Articles of Association.		
3.	To authorise the Directors to re-appoint Deloitte Touche Tohmatsu as Auditors of the Company to hold office until the conclusion of the next General Meeting at which the accounts are laid.		
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6.	That the 2007 Share Incentive Plan be amended so as to increase the number of reserved shares which may be issued in accordance with the rules of the 2007 Share Incentive Plan from 7,500,000 shares of no par value to 12,500,000 shares of no par value.		
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Dated this .....day of..... 2010

Signature.....

## Notes

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9. Registered Holders of American Depositary Shares will receive a Depositary Receipt Voting Instruction Card for this purpose and this must be completed, signed and returned prior to 12 August 2010 at 5:00 p.m. EST. Voting Instruction Cards for registered holders may be returned to the US Depositary at:  
  
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