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GOLDPOLY NEW ENERGY HOLDINGS LIMITED

金 保 利 新 能 源 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the a special general meeting (the “**Meeting**”) of Goldpoly New Energy Holdings Limited (the “**Company**”) will be held at Academy Room III, 1/F., InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 9 December 2013 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional sale and purchase agreement dated 6 September 2013 (amended and supplemented by the supplemental agreement dated 5 October 2013 and the second supplemental agreement dated 13 November 2013) entered into among (i) Union Photovoltaic (Shenzhen) Ltd.* (聯合光伏(深圳)有限公司) (formerly known as China Merchants New Energy (Shenzhen) Ltd.* (招商新能源(深圳)有限公司)), (ii) China Solar Power Group Limited, and (iii) Huabei Expressway Co., Ltd.* (華北高速公路股份有限公司) (“**Huabei Expressway**”) as purchasers and Suzhou Gong Ye Yuan Qu Zhong Fu Investment Management Company Limited* (蘇州工業園區中伏投資管理有限公司) as vendor in relation to the acquisition of 50% equity interest in Fengxian Huize Photovoltaic Energy Limited* (“**Fengxian Huize**”) by Union Photovoltaic (Shenzhen) Ltd. and China Solar Power Group Limited for a total cash consideration of RMB225,000,000 (equivalent to approximately HK\$276,750,000) (the “Sale and Purchase Agreement”) (a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed acquisition agreement dated 6 September 2013 entered into among (i) the Company, (ii) Huabei Expressway, and (iii) Fengxian Huize in relation to the proposed acquisition of approximately 50% equity interest in Fengxian Huize from Huabei Expressway by the Company (the “Proposed Acquisition Agreement”) (a copy of which marked “B” has

been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (c) any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two directors of the Company or any director of the Company together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement, the Proposed Acquisition Agreement or any transactions contemplated thereunder.”

2. “THAT

- (a) the terms of the subscription agreement dated 13 September 2013 (the “**Subscription Agreement**”) entered into between the Company and Suzhou Gong Ye Yuan Qu Zhong Fu Investment Management Company Limited* as the subscriber (the “**Subscriber**”) (a copy of which marked “C” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification), be and are hereby ratified, confirmed and approved;
- (b) the creation and issue by the Company, pursuant to the Subscription Agreement, of the maximum principal amount of HK\$232,959,339 of its zero coupon rate convertible bonds due on the fifth (5th) anniversary of the date of issue of the convertible bonds (the “**Convertible Bonds**”) to the Subscriber, be and are hereby approved;
- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the New Shares (as defined below) to be allotted and issued upon the conversion of the Convertible Bonds, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue, credited as fully paid, a maximum of 145,599,586 ordinary shares (the “**New Shares**”) in the capital of the Company as may be required to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds at an initial conversion price of HK\$1.60 per share of the Company (subject to adjustment pursuant to the terms and conditions of the Convertible Bonds), on and subject to the terms and conditions of the Convertible Bonds, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the special general meeting of the Company held on 11 November 2013;
- (d) all transactions contemplated under the Subscription Agreement and in connection with the issue of the Convertible Bonds (collectively referred to as the “**Transactions**”) be and are hereby approved; and

- (e) the Directors be and are hereby authorised to do all such acts and things and sign and execute all such documents as they consider necessary or expedient in connection with the issue of the Convertible Bonds, the allotment and issue of the New Shares upon conversion of the Convertible Bonds and/or to give effect to the terms of, or the Transactions contemplated by, the Subscription Agreement.”

For and on behalf of
Goldpoly New Energy Holdings Limited
Lam Ho Fai
Executive Director

Hong Kong, 22 November 2013

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish.
3. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof. Completion and return of the proxy will not preclude any member from attending and voting in person at the Meeting or any adjournment thereof if you so desire and, in such event, the instrument appointing such a proxy shall be deemed to be revoked.
4. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holder are present at the Meeting personally or by proxy, the persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. Votes on the ordinary resolutions set out herein and are to be passed at the Meeting will be taken by way of poll.
6. As at the date hereof, the board of directors of the Company comprises Mr. Lam Ho Fai, Mr. Li, Alan (Chief Executive Officer), Mr. Lu Zhenwei, Ms. Lin Xia Yang and Mr. Yiu Ka So, being the executive directors; Academician Yao Jiannian, Mr. Yang Baiqian, Ms. Qiu Ping, Maggie and Mr. Wu Zhenmian; being the non-executive directors; and Mr. Kwan Kai Cheong, Mr. Ching Kwok Ho, Samuel, Mr. Yen Yuen Ho, Tony, Mr. Shi Dinghuan and Mr. Ma Kwong Wing, being the independent non-executive directors.

* *For identification purpose only*