

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Goldpoly New Energy Holdings Limited, you should at once hand this circular and the accompany form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

PROPOSED CHANGE OF NAME AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the SGM to be held at Academy Room II, 1/F., InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong, on Wednesday, 8 January 2014 at 3:00 p.m. is set out in this circular. A form of proxy for use at the SGM is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Whether or not you intend to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

* For identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	2
Proposed Change of Name	3
Special General Meeting	4
Recommendation	4
Notice of Special General Meeting	5

DEFINITIONS

In this circular, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Change of Name”	the proposed change of the English name of the Company from “Goldpoly New Energy Holdings Limited” to “United Photovoltaics Group Limited” and the adoption of “联合光伏集团有限公司” as its official Chinese name
“Company”	Goldpoly New Energy Holdings Limited (金保利新能源有限公司*), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of SGM”	the notice convening the SGM as set out on pages 5 to 6 of this circular
“SGM”	the special general meeting of the Company to be convened and held at Academy Room II, 1/F., InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong, on Wednesday, 8 January 2014 at 3:00 p.m. or any adjournment thereof (as the case may be)
“Share(s)”	the share(s) of par value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

GOLDPOLY NEW ENERGY HOLDINGS LIMITED

金保利新能源有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 686)

Executive Directors

Mr. Lam Ho Fai

Mr. Li, Alan (*Chief Executive Officer*)

Mr. Lu Zhenwei

Mr. Yiu Ka So

Registered office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Directors

Academician Yao Jiannian

Mr. Yang Baiqian

Ms. Qiu Ping, Maggie

Mr. Wu Zhenmian

*Head office and principal place of business
in Hong Kong*

Unit 1012, 10/F.

West Tower, Shun Tak Centre

168–200 Connaught Road Central

Hong Kong

Independent non-executive Directors

Mr. Kwan Kai Cheong

Mr. Ching Kwok Ho, Samuel

Mr. Yen Yuen Ho, Tony

Mr. Shi Dinghuan

Mr. Ma Kwong Wing

16 December 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 10 December 2013 in respect of the proposed Change of Name. The purpose of this circular is to provide you with (i) information on the Change of Name; and (ii) the Notice of SGM.

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LETTER FROM THE BOARD

PROPOSED CHANGE OF NAME

The Board proposes to change the English name of the Company from “Goldpoly New Energy Holdings Limited” to “United Photovoltaics Group Limited” and to adopt the Chinese name “联合光伏集团有限公司” as its official Chinese name. Upon the Change of Name becoming effective, the Company will cease to use its Chinese name “金保利新能源有限公司” for identification purpose.

Conditions of the Change of Name

The proposed Change of Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders to approve the Change of Name at the SGM; and
- (b) the Registrar of Companies in Bermuda granting approval for the use of the proposed new English and Chinese names.

Subject to the satisfaction of the conditions set out above, the Change of Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English and Chinese names of the Company on the register in place of the existing name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Name

The Board considers that the proposed new name of the Company will refresh the corporate image and identity of the Company and will reflect and emphasize the direction of the development of the scope of business of the Group in solar power business and is in line with the Company’s strategy of leveraging quality resources from various stakeholders to establish a healthy photovoltaic green ecosystem, which the Board considers is in the interest of the Company and the Shareholders as a whole.

Effects of the Change of Name

Upon the Change of Name becoming effective, all existing share certificates in issue bearing the current name of the Company will continue to be evidence of title to the Shares and will be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the Change of Name. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new names of the Company. Should the Change of Name become effective, any issue of share certificates thereafter will be in the new name of the Company and the securities of the Company will be traded on the Stock Exchange in the new name.

LETTER FROM THE BOARD

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Change of Name, the new stock short name of the Company for trading in the Shares on the Stock Exchange and the address of the new website of the Company as and when appropriate.

SPECIAL GENERAL MEETING

The Notice of SGM is set out on pages 5 to 6 of this circular for the purpose of considering and, if thought fit, passing a special resolution in relation to the Change of Name.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk). Whether or not you intend to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, the vote for the special resolution by the Shareholders at the SGM must be taken by way of poll.

RECOMMENDATION

The Board considers that the Change of Name is in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the special resolution at the SGM to approve the Change of Name.

Yours faithfully,
For and on behalf of the Board
Goldpoly New Energy Holdings Limited
Lam Ho Fai
Executive Director

NOTICE OF SPECIAL GENERAL MEETING

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 IS HEREBY GIVEN THAT the special general meeting (the “SGM”) of Goldpoly New Energy Holdings Limited (the “Company”) will be held at Academy Room II, 1/F., InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong, on Wednesday, 8 January 2014 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “Goldpoly New Energy Holdings Limited” to “United Photovoltaics Group Limited” and “联合光伏集团有限公司” be adopted as the official Chinese name of the Company, and that the directors of the Company be and are hereby authorised to do all such acts, and execute such deeds and things they may, in their absolute discretion, deem fit in order to effect such change of name.”

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

Hong Kong, 16 December 2013

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:

Unit 1012, 10/F.
West Tower, Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one proxy or, if he is a holder of more than one share, 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 SGM 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 SGM is enclosed herewith. Whether or not you intend to attend the SGM in person, you are requested 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 SGM or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, then one of the said 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. All the resolutions are to be voted 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 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.