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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)

SUPPLEMENTAL AGREEMENT FOR THE MAJOR TRANSACTION IN RELATION TO THE ACQUISITION OF EQUITY INTEREST IN FENGXIAN HUIZE PHOTOVOLTAIC ENERGY LIMITED* AND CLARIFICATION ON THE ANNOUNCEMENT OF THE COMPANY DATED 29 SEPTEMBER 2013

SUPPLEMENTAL AGREEMENT

On 5 October 2013, the Vendor, CSPG Group and Huabei Expressway entered into the Supplemental Agreement to amend certain terms of the Sale and Purchase Agreement dated 6 September 2013 in relation to the acquisition of equity interest in Fengxian Huize Photovoltaic Energy Limited.

Details of the amendments to the terms of the Sale and Purchase Agreement are set out in the section headed “Supplemental Agreement” below.

As Completion is subject to the fulfillment of a number of conditions precedent under the Sale and Purchase Agreement and the Supplemental Agreement, the CSPG Group Acquisition and the Huabei Acquisition may or may not proceed. Therefore, Shareholders and potential investors are urged to exercise extreme caution when dealing in the Shares.

CLARIFICATION ON THE 29 SEPTEMBER 2013 ANNOUNCEMENT

The Company wishes to clarify that in the 29 September 2013 Announcement, due to clerical error, the number of Shares of “other public Shareholders” in the third column of the shareholding table on page 21 should be 1,210,359,965 instead of 1,210,395,965.

Reference is made to the announcements of the Company dated 6 September 2013 and 26 September 2013 in relation to the acquisition of equity interest in Fengxian Huize Photovoltaic Energy Limited* (the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Announcements.

As disclosed in the Announcements, the Long Stop Date for the fulfillment of the conditions precedent under the Sale and Purchase Agreement was due to expire on 5 October 2013. The Company is pleased to announce that on 5 October 2013, the CSPG Group, together with Huabei Expressway entered into a supplemental agreement (the “**Supplemental Agreement**”) with the Vendor pursuant to which the parties to the Sale and Purchase Agreement have agreed to extend the Long Stop Date to 15 November 2013.

The Company is also pleased to announce that the parties to the Sale and Purchase Agreement have further agreed to include 豐縣中暉生態農業有限公司 (Fengxian Zhonghui Ecological Agriculture Company Limited*) (“**FZEA**”), a company established in the PRC with limited liability and a wholly-owned subsidiary of 豐縣中暉光伏能源有限公司 (Fengxian Zhonghui Photovoltaic Energy Limited*) (“**Fengxian Zhonghui**”), as part of the Target Group under the Sale and Purchase Agreement. Save and except for the aforesaid amendments, all other terms and conditions of the Sale and Purchase Agreement remain unchanged and in full force and effect.

Principal terms and conditions of the Supplemental Agreement are set out below.

SUPPLEMENTAL AGREEMENT

Date: 5 October 2013

Parties:

(A) Vendor: 蘇州工業園區中伏投資管理有限公司 (Suzhou Gong Ye Yuan Qu Zhong Fu Investment Management Company Limited*)

(B) (i) CMSZ

(ii) CSPG

(iii) Huabei Expressway

Revised definition of Target Group

Pursuant to the Supplemental Agreement, the parties agreed to revise the definition of the Target Group to include FZEA.

Revised Long Stop Date

Pursuant to the Supplemental Agreement, the Long Stop Date shall be extended to 15 November 2013.

Information on FZEA

豐縣中暉生態農業有限公司 (Fengxian Zhonghui Ecological Agriculture Company Limited*) (“FZEA”), the subsidiary of Fengxian Zhonghui, was incorporated in the PRC on 24 October 2011 and is principally engaged in ecology agriculture and farming related business.

Financial Information on the Target Company

Set out below is a summary of key financial data of the Target Group comprising FZEA as extracted from the management accounts of the Target Group prepared in accordance with the Accounting System for Business Enterprises in the PRC.

	For the year ended 31 December 2011	For the year ended 31 December 2012	For the six months ended 30 June 2013
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	(Unaudited)	(Unaudited)	(Unaudited)
Result			
Turnover	0	58,512,368.39	62,953,671.39
Net (loss)/profit (before taxation and extraordinary items)	0	(3,866,219.97)	15,319.43
Net (loss)/profit (after taxation and extraordinary items)	0	(3,866,219.97)	15,319.43

	As at 31 December 2011 RMB (Unaudited)	As at 31 December 2012 RMB (Unaudited)	As at 30 June 2013 RMB (Unaudited)
Assets and liabilities			
Total asset	405,788,411.00	447,948,915.88	430,075,800.39
Net assets	50,000,000.00	46,133,780.03	46,149,099.46
Total liabilities	355,788,411.00	401,815,135.85	383,926,700.93

Note: The financial data set out above were unaudited and were prepared in accordance with the Accounting System for Business Enterprises in the PRC. Shareholders and potential investors should refer to the Circular to be issued by the Company for the audited financial data prepared in accordance with the Hong Kong Financial Reporting Standards.

REASONS FOR THE INCLUSION OF FZEA

It is not only the Group's strategy to acquire solar power plants with good prospects and potential for stable return, the Group also strives to achieve stability in the operation of all acquired solar power plants to ensure maximum returns to the Shareholders. FZEA was not intended to be part of the Target Group during the course of negotiation of the Sale and Purchase Agreement and was to be disposed of by the Vendor prior to the Completion. After further negotiations between the parties to the Sale and Purchase Agreement and taking into account the fact that the Projects are conducted on the roof top of a shelter constructed on a piece of agricultural land, which has been legally leased to FZEA for a period of 20 years ending in 2031, the Company is of the view that exclusivity in the use of the shelter and the land by the Company would further enhance the stability in operating the Projects.

Having considered the financial impact of and the potential benefit that could bring to the Group as a result of the inclusion of the FZEA, and as no adjustment to the CSPG Group Consideration is required, the Directors (including the independent non-executive Directors) consider that the terms of the Supplemental Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Details of the Supplemental Agreement will also be disclosed in the Circular to be despatched to the Shareholders.

As Completion is subject to the fulfillment of a number of conditions precedent under the Sale and Purchase Agreement and the Supplemental Agreement, the CSPG Group Acquisition and the Huabei Acquisition may or may not proceed. Therefore, Shareholders and potential investors are urged to exercise extreme caution when dealing in the Shares.

CLARIFICATION ON THE 29 SEPTEMBER 2013 ANNOUNCEMENT

Reference is made to the announcement dated 29 September 2013 in relation to the proposed issue of USD denominated 5.0% secured guaranteed convertible bonds due 2016 and proposed grant of specific mandate for the previous convertible bonds and resumption of trading (the “**29 September 2013 Announcement**”).

The Company wishes to clarify that in the 29 September 2013 Announcement, due to clerical error, the number of Shares of “other public Shareholders” in the third column of the shareholding table on page 21 should be 1,210,359,965 instead of 1,210,395,965.

Save as disclosed above, all other information contained in the 29 September 2013 Announcement remains unchanged.

Goldpoly New Energy Holdings Limited
Lam Ho Fai
Executive Director

Hong Kong, 6 October 2013

As at the date of this announcement, the executive directors of the Company are Mr. Lam Ho Fai, Mr. Li, Alan (Chief Executive Officer), Mr. Lu Zhenwei, Ms. Lin Xia Yang, and Mr. Yiu Ka So; the non-executive directors of the Company are Academician Yao Jiannian, Mr. Yang Baiqian, Ms. Qiu Ping, Maggie and Mr. Wu Zhenmian; and the independent non-executive directors of the Company are Mr. Kwan Kai Cheong, Mr. Ching Kwok Ho, Samuel, Mr. Yen Yuen Ho, Tony, Mr. Shi Dinghuan and Mr. Ma Kwong Wing.

** For identification purpose only*