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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)

**POSSIBLE ACQUISITION OF SOLAR POWER PLANTS
AND
RESUMPTION OF TRADING**

Reference is made to the announcement of Goldpoly New Energy Holdings Limited (the “**Company**”) dated 20 August 2013 in respect of the trading halt of the Company’s shares with effect from 9:30 a.m. on 20 August 2013 pending the publication of this announcement.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The Company makes this announcement to inform the shareholders of the Company of the current status of a possible acquisition of the Company. As at the date of this announcement, two wholly-owned subsidiaries of the Company, namely China Solar Power Group Limited and China Merchants New Energy (Shenzhen) Ltd., together with Huabei Expressway Co. Ltd.,* (華北高速公路股份有限公司) (the shares of which are listed on the Shenzhen Stock Exchange) are in the process of negotiating with a third party in relation to a possible acquisition of the entire equity interest of two project companies, namely Fengxian Huize Photovoltaic Energy Limited* (豐縣暉澤光伏能源有限公司) and Fengxian Zhonghui Photovoltaic Energy Limited* (豐縣中暉光伏能源有限公司), which together own two on-grid connected solar power plant projects located at Xuzhou, Jiangsu Province, China (the “**Projects**”), with an aggregate solar electricity generation capacity of approximately 23.8MW (the “**Possible Acquisition**”).

As at the date of this announcement, the parties have reached a preliminary consensus on the following terms:

1. Huabei Expressway Co., Ltd. will acquire a 50% equity interest of the Projects for a consideration of RMB225,000,000, whereas China Solar Power Group Limited and China Merchants New Energy (Shenzhen) Ltd. will acquire a 44.44% and 5.56% equity interest of the Projects for a consideration of RMB200,000,000 and RMB25,000,000, respectively.
2. Upon completion of the Possible Acquisition, each of the board of directors of the two project companies will consist of three directors, two of which will be nominated by

Huabei Expressway Co. Ltd. and one of which will be nominated by China Merchants New Energy (Shenzhen) Ltd. Any one director nominated by Huabei Expressway Co. Ltd. will be the chairman of the project companies.

3. After three years following the completion of the Possible Acquisition, Huabei Expressway Co., Ltd. will have an option to exercise any of the following terms:

- (i) to continue to own the 50% equity interest of the Project; or
- (ii) to request the Company, China Solar Power Group Limited or China Merchants New Energy (Shenzhen) Ltd. to acquire the 50% equity interest of the Projects to be owned by Huabei Expressway Co., Ltd. by way of cash provided that the return on investment to be received by Huabei Expressway Co., Ltd. will not be lower than 8% per annum or 24% in total for the three years; or
- (iii) to request the Company, China Solar Power Group Limited or China Merchants New Energy (Shenzhen) Ltd. to acquire the 50% equity interest to be owned by Huabei Expressway Co., Ltd. by way of allotment and issuance of certain shares of the Company as consideration shares with equivalent value at the issue price of HKD1.60 per consideration share.

Since the parties are still in negotiation, nothing has been finalized or agreed in relation to the Possible Acquisition.

The Possible Acquisition, which if materializes, may constitute a notifiable transaction on the part of the Company under the Listing Rules. Further announcement(s) will be made by the Company regarding the Possible Acquisition as and when appropriate in compliance with the Listing Rules.

Shareholders of the Company and/or investors should note that the Possible Acquisition may or may not materialize, as no formal sale and purchase agreement has been executed among the parties. Accordingly, shareholders of the Company and/or investors are advised to exercise caution when dealing in the shares of the Company.

Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited was halted at the request of the Company with effect from 9:30 a.m. on 20 August 2013 pending the release of this announcement. Application has been made to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 21 August 2013

By Order of the Board
Goldpoly New Energy Holdings Limited
Lam Ho Fai
Executive Director

Hong Kong, 20 August 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), Ms. Lin Xia Yang, Mr. Lu Zhenwei, 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 and Mr. Shi Dinghuan.

** For identification purpose only*