GOLDPOLY NEW ENERGY HOLDINGS LIMITED

金保利新能源有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

PROXY FORM FOR THE SPECIAL GENERAL MEETING TO BE HELD AT MONET ROOM, B1, INTERCONTINENTAL GRAND STANFORD HONG KONG, 70 MODY ROAD, TSIMSHATSUI EAST, KOWLOON, HONG KONG ON WEDNESDAY, 29 MAY 2013 AT 3:00 P.M. (and at any adjournment thereof)

I/We[1] _____

of _____

being the registered holder(s) of _____ share(s)[2] of HK$0.1 each in the share capital of Goldpoly New Energy Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE SPECIAL GENERAL MEETING** (the "Meeting"), or[3] _____ of _____

_____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Monet Room, B1, Intercontinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 29 May 2013 at 3:00 p.m. (or at any adjournment thereof) for the purpose of considering, if thought fit, passing with or without modifications, the proposed resolutions as set out in the notice convening the Meeting (the "Notice") as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 10 May 2013 unless the context requires otherwise.

	ORDINARY RESOLUTIONS	For[4]	Against[4]
1.	To approve, ratify and confirm the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Consideration Shares, to issue the Convertible Bonds, the allotment and issue the of the Conversion Shares upon exercise of the conversion right attaching to the Convertible and to grant the directors of the Company a specific mandate to allot, issue and deal with the Consideration Shares and the Conversion Shares (as more particularly described in resolutions no. (1) in the Notice).		
2.	Subject to passing of resolution (1), to appoint Mr. Alan Li as an executive director of the Company from the Completion Date.		
3.	Subject to passing of resolution (1), to appoint Mr. Zhenwei Lu as an executive director of the Company from the Completion Date.		
4.	Subject to passing of resolution (1), to appoint Mr. Baiqian Yang as a non-executive director of the Company from the Completion Date.		
5.	Subject to passing of resolution (1), to appoint Ms. Maggie, Ping Qiu as a non-executive director of the Company from the Completion Date.		
6.	Subject to passing of resolution (1), to approve the Continuing Connected Transactions (including the proposed Annual Caps) falling within category (A) provision of solar electricity and energy saving service by members of the Enlarged Group to members of CMNEG Group (as more particularly described in resolution no.(6) in the Notice).		
7.	Subject to passing of resolution (1), to approve the Continuing Connected Transactions (including the proposed Annual Caps) falling within category (B) supply of materials by members of GCL-Poly Group to members of the Enlarged Group (as more particularly described in resolution no.(7) in the Notice).		
8.	Subject to passing of resolution (1), to approve the Continuing Connected Transactions (including the proposed Annual Caps) falling within category (C) supply of materials from members of the Enlarged Group to members of EBOD Group (as more particularly described in resolution no.(8) in the Notice).		
9.	Subject to passing of resolution (1), to approve the Continuing Connected Transactions (including the proposed Annual Caps) falling within category (D) provision of processing services by members of the Enlarged Group to members of EBOD Group (as more particularly described in resolution no.(9) in the Notice).		
10.	Subject to passing of resolution (1) and subject to Completion, to approve the increase of the authorised share capital of the Company from HK$500,000,000 divided into 5,000,000,000 shares of par value HK$0.1 each to HK$1,000,000,000 divided into 10,000,000,000 shares of HK$0.1 each by the creation of an additional 5,000,000,000 unissued shares of HK$0.1 each in the capital of the Company (as more particularly described in resolution no. (10) in the Notice).		

Dated this day _____ of _____ 2013. Signature[5]: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be delivered to the Company's Branch Share Registrar 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 appointed for the holding of the Meeting or adjourned meeting at which the person named herein proposes to vote.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
10. Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof if you so desire and, in such event, the appointed proxy shall be deemed to have been revoked.
11. The ordinary resolutions as set out above will be determined by way of a poll.
12. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

* *For identification purpose only*