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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 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. 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 sale and purchase agreement dated 22 November 2012 (and amended on 31 March 2013) (the "**Sale and Purchase Agreement**") (a copy of which has been produced to the Meeting, marked "A" and initialed by the Chairman of the Meeting for the purpose of identification) entered into among (i) the Company, (ii) Profit Icon Investments Limited (the "**Purchaser**"), (iii) China Merchants New Energy Group Limited, Ease Soar Limited, China Green Limited, Talesun Solar Hong Kong Limited, Hyatt Servicing Limited and Sino Arena Investments Limited (collectively, the "**Vendors**") in relation to the acquisition of approximately 92.17% of the entire issued share capital of China Merchants New Energy Holdings Limited at a total consideration of HK$2,119,910,000 (subject to adjustment), which will be satisfied by the Company's issue of the consideration shares and the convertible bonds as set out in the circular of the Company dated 10 May 2013 (the "**Circular**") (a copy of which has been produced to the Meeting, marked "B" and initiated 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) subject to the Completion (as defined in the Circular), the issue of the Convertible Bonds (as defined in the Circular) to the Vendors or their nominees (if applicable) on and subject to the terms of the Sale and Purchase Agreement be and is hereby approved and confirmed;

   (c) subject to the Completion (as defined in the Circular) and the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the 959,462,250 Consideration Shares (as defined in the Circular), the allotment and issue of the

* *for identification purpose only*

Consideration Shares at a price of HK$1.00 per Consideration Share to the Vendors or their nominees (if applicable) on and subject to the terms of the Sale and Purchase Agreement be and is hereby approved;

(d) subject to the Completion (as defined in the Circular) and the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the 1,160,447,750 Conversion Shares (as defined in the Circular), the allotment and issue of the Conversion Shares to the holders of the Convertible Bonds (as defined in the Circular) upon exercise of the conversion rights attaching to the Convertible Bonds (as defined in the Circular) at the initial conversion price of HK$1.00 per Conversion Share (subject to adjustment) be and is hereby approved;

(e) conditional upon the passing of resolutions (a) to (d) above and the Completion (as defined in the Circular), the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Consideration Shares and the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds; and

(f) 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 or any transactions contemplated thereunder.''

2. ''**THAT** subject to the passing of resolution (1) above, Mr. Alan Li be and is hereby appointed as an executive director of the Company to hold office from the Completion Date (as defined in the Circular).''

3. ''**THAT** subject to the passing of resolution (1) above, Mr. Zhenwei Lu be and is hereby appointed as an executive director of the Company to hold office from the Completion Date (as defined in the Circular).''

4. ''**THAT** subject to the passing of resolution (1) above, Mr. Baiqian Yang be and is hereby appointed as a non-executive director of the Company to hold office from the Completion Date (as defined in the Circular).''

5. ''**THAT** subject to the passing of resolution (1) above, Ms. Maggie, Ping Qiu be and is hereby appointed as a non-executive director of the Company to hold office from the Completion Date (as defined in the Circular).''

6. "**THAT** subject to the passing of resolution (1) above:

(a) the Continuing Connected Transactions (as defined in the Circular) falling within category (A) provision of solar electricity and energy saving service by members of the Enlarged Group to members of CMNEG Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular) be and are hereby approved;

(b) the proposed Annual Caps (as defined in the Circular) for the Continuing Connected Transactions (as defined in the Circular) falling within category (A) provision of solar electricity and energy saving service by members of the Enlarged Group to members of CMNEG Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular) be and are hereby approved; and

(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 Continuing Connected Transactions falling within category (A) provision of solar electricity and energy saving service by members of the Enlarged Group to members of CMNEG Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular)."

7. "**THAT** subject to the passing of resolution (1) above:

(a) the Continuing Connected Transactions (as defined in the Circular) falling within category (B) supply of materials by members of GCL-Poly Group to members of the Enlarged Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular) be and are hereby approved;

(b) the proposed Annual Caps (as defined in the Circular) for the Continuing Connected Transactions (as defined in the Circular) falling within category (B) supply of materials by members of GCL-Poly Group to members of the Enlarged Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular) be and are hereby approved; and

(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 Continuing Connected Transactions falling within category (B) supply of materials by members of GCL-Poly Group to members of the Enlarged Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular)."

8. "**THAT** subject to the passing of resolution (1) above:

(a) the Continuing Connected Transactions (as defined in the Circular) falling within category (C) supply of materials from members of the Enlarged Group to members of EBOD Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular) be and are hereby approved;

(b) the proposed Annual Caps (as defined in the Circular) for the Continuing Connected Transactions (as defined in the Circular) falling within category (C) supply of materials from members of the Enlarged Group to members of EBOD Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular) be and are hereby approved; and

(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 Continuing Connected Transactions falling within category (C) supply of materials from members of the Enlarged Group to members of EBOD Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular)."

9. "**THAT** subject to the passing of resolution (1) above:

(a) the Continuing Connected Transactions (as defined in the Circular) falling within category (D) provision of processing services by members of the Enlarged Group to members of EBOD Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular) be and are hereby approved;

(b) the proposed Annual Caps (as defined in the Circular) for the Continuing Connected Transactions (as defined in the Circular) falling within category (D) provision of processing services by members of the Enlarged Group to members of EBOD Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular) be and are hereby approved; and

(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 Continuing Connected Transactions falling within category (D) provision of processing services by members of the Enlarged Group to members of EBOD Group (as set out in "Letter from the Board — Part C — Proposed Continuing Connected Transactions" of the Circular)."

10. "**THAT**:

conditional upon the passing of resolution (1) and subject to the Completion (as defined in the Circular) above, the authorised share capital of the Company be and is hereby increased from HK$500,000,000 divided into 5,000,000,000 shares of par value of HK$0.1 each to HK$1,000,000,000 divided into 10,000,000,000 shares by the creation of an additional 5,000,000,000 unissued shares of HK$0.1 each in the capital of the Company, and that any director of the Company be and is hereby authorised to do all such acts and things and 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 for the implementation of, giving effect to or in connection with such increase in the authorised share capital of the Company."

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

Hong Kong, 10 May 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, Ms. Lin Xia Yang and Mr. Yiu Ka So, being the executive directors; Academician Yao Jiannian and Mr. Chiang Chao-Juei, being the non-executive directors; and Mr. Kwan Kai Cheong, Mr. Ching Kwok Ho, Samuel and Mr. Yen Yuen Ho, Tony, being the independent non-executive directors.