THIS DOCUMENT 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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in GOLDPOLY NEW ENERGY Holdings Limited, you should at once hand this circular to the purchaser or to the bank or stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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)

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

Resolutions will be proposed at the annual general meeting of the Company to be held at Academy Room III, 1/F., InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 18 May 2011 at 3:00 p.m. to approve the matters referred to in this circular. If you are unable to attend the annual general meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

* *For identification purpose only*

8 April 2011

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In this circular, unless the context otherwise requires, the following expressions have the following meaning:

"2010 Annual Report"	the audited consolidated financial statements and the Reports of the Directors and Auditors of the Company for the year ended 31 December 2010;
"AGM"	the annual general meeting of the Company to be held at Academy Room III, 1/F., InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 18 May 2011 at 3:00 p.m.;
"Bye-Laws"	the existing Bye-Laws of the Company;
"Company"	Goldpoly New Energy Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
"Director(s)"	director(s) of the Company;
"Group"	the Company and its subsidiaries;
"Issue Mandate"	the general mandate to allot, issue and deal with Shares not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing of the resolution approving such general mandate;
"Latest Practicable Date"	6 April 2011, being the latest practicable date prior to the printing of this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Repurchase Mandate"	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of passing of the resolution approving such general mandate;
"SFO"	the Securities and Future Ordinance (Cap. 571 of the Laws of Hong Kong);
"Share(s)"	ordinary shares of HK$0.10 each in the share capital of the Company;
"Shareholder(s)"	holders of Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited; and
"Takeovers Code"	The Code on Takeovers and Mergers and Share Repurchases approved by the Securities and Futures Commission as amended from time to time.

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:
Lam Ho Fai
Lin Xia Yang
Yiu Ka So

Non-executive Directors:
Academician Yao Jiannian

Independent non-executive Directors:
Kwan Kai Cheong
Ching Kwok Ho, Samuel
Ip Shu Kwan, Stephen
Yen Yuen Ho, Tony

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Office:
Suites 701–702, 7th Floor
Grandtech Centre
8 On Ping Street
Siu Lek Yuen, Shatin
New Territories
Hong Kong

8 April 2011

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

It is proposed that at the AGM, ordinary resolutions will be proposed to grant to the Directors general mandates to repurchase and issue Shares, to extend general mandate to issue Shares and to re-elect retiring Directors. This circular contains the explanatory statement in compliance with the Listing Rules and gives all the information to enable Shareholders to make an informed decision on whether to vote for or against these resolutions.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors to enable them to repurchase issued and fully paid Shares subject to the criteria set out in this circular. Shareholders should note that the maximum number of Shares that may be repurchased will be up to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution. The Repurchase Mandate will remain in effect until whichever is the

earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law and the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with, otherwise than by way of rights or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the Bye-Laws of the Company, shares with an aggregate nominal value not exceeding 20 per cent. of the aggregate of the total nominal value of the share capital of the Company in issue on the date of the resolution approving the Issue Mandate. The Issue Mandate will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law and the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable date, the Company has issued 858,777,577 Shares. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue a maximum of 171,755,515 Shares upon exercise of the Issue Mandate in full.

EXTEND GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to extend the Issue Mandate by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. Lam Ho Fai, Ms. Lin Xia Yang, and Mr. Yiu Ka So are the Executive Directors, Academician Yao Jiannian is the non-executive director and Mr. Kwan Kai Cheong, Mr. Ching Kwok Ho, Samuel, Mr. Ip Shu Kwan, Stephen and Mr. Yen Yuen Ho, Tony are the Independent Non-executive Directors of the Company. In accordance with the Bye-Laws of the Company, Mr. Ching Kwok Ho, Samuel ("Mr. Ching") will retire from office by rotation and be eligible for re-election at the AGM. Mr. Yiu Ka So ("Mr. Yiu"), Academician Yao Jiannian ("Academician Yao"), Mr. Kwan Kai Cheong ("Mr. Kwan"), Mr. Ip Shu Kwan, Stephen ("Mr. Ip") and Mr. Yen Yuen Ho, Tony ("Mr. Yen") will retire pursuant to the Bye-Laws of the Company. Mr.

Yiu and Academician Yao will offer themselves for re-election respectively as executive director and non-executive director, and Mr. Kwan, Mr. Ip and Mr. Yen will offer themselves for re-election as independent non executive directors of the company at the AGM. Biographical details of the Directors who are proposed to be re-elected at the AGM are set out as follows:

Mr. Ching Kwok Ho, Samuel, aged 52, is an Independent Non-Executive Director of the Company. He is a practising solicitor in Hong Kong. He graduated from the University of Hong Kong with a degree in Bachelor of Laws and a Postgraduate Certificate in Laws. Mr. Ching is currently a partner in King & Company in Hong Kong. He has over 23 years of legal experience in banking and finance, liquidation, tenancy, conveyancing, commercial disputes and civil litigation in Hong Kong.

There is a service contract entered into between the Company and Mr. Ching dated 25 April 2006 for a term of one year, which will continue thereafter until terminated by either party giving not less than one month's notice in writing to the other party. Mr. Ching's remuneration is HK$120,000 per year as determined by the Board with reference to his responsibilities within the Company and the prevailing market conditions.

Mr. Yiu Ka So, aged 37, obtained his bachelor degree in Civil Engineering and master degree in Civil Engineering from the University of Hong Kong in 1997 and 2002 respectively. Mr. Yiu had over 10 years of experience in project and general management. Mr. Yiu is the general manager of solar energy business and oversees the entire solar energy operations of the Group. Mr. Yiu is involved in high level management discussions and strategic planning.

Mr. Yiu has entered into (i) a service contract with the Company for an initial fixed term of three years commencing from 25 October 2010 renewable for successive terms of one year, unless terminated by either the Company or the above executive Director, by giving 3 months' notice in writing to the other party expiring at the end of the initial term or at any time thereafter. The director fee of Mr. Yiu is fixed as HK$250,000 per annum; and (ii) a service contract with Goldpoly New Energy Technology Company Limited, a wholly owned subsidiary of the Company, with monthly salary of HK$60,000, plus an extra one month year end bonus. Mr. Yiu is subject to retirement by rotation pursuant to the Bye-laws of the Company.

Academician Yao Jiannian, aged 57, graduated from the Chemistry Department of Fujian Normal University in 1982 and was conferred a master's degree by the Graduate School of Engineering of Tokyo University, Japan in 1990 and a doctoral degree by the same university in 1993. During the period from August 1995 to September 1999, he has been an associate researcher, researcher, instructor for students of doctoral degrees, director of laboratory, and assistant to center head of the Institute of Photographic Chemistry, CAS. During the period from March 2000 to March 2008, he was deputy head of the Institute of Chemistry, CAS. Academician Yao is currently a researcher with the Institute of Chemistry, CAS, and was elected as an academician of the Chinese Academy of Sciences in 2005. Academician Yao is also a member of the 9th and 10th National Committee of the Chinese People's Political Consultative Conference, member of the standing committee of the 11th National People's Congress, and member of the 7th National Committee of China Association for Science and Technology.

There is a service contract entered into between the Company and Academician Yao dated 30 March 2011 for a term of one year, which will continue thereafter until terminated by either party giving not less than one month's notice in writing to the other party. Academician Yao's remuneration is HK$200,000 per year as determined by the Board with reference to his responsibilities within the Company and the prevailing market conditions.

Mr. Kwan Kai Cheong, aged 61, has been an independent non executive director of the Company since 1 April 2011, and serves as member of audit committee and remuneration committee. Mr. Kwan graduated from the University of Singapore in 1973 with a degree in Accountancy. Mr. Kwan qualified as a Chartered Accountant in Australia in 1979 and has been a member of the Hong Kong Institute of Certified Public Accountants since 1982. He completed the Stanford Executive Program in 1992.

Mr. Kwan was previously the president and chief operating officer for the Asia Pacific Region of Merrill Lynch & Co.. Mr. Kwan is a non-executive director of China Properties Group Limited and JF Household Furnishings Limited, both companies being listed on the Main Board of the Stock Exchange of Hong Kong Limited ("the Stock Exchange"). He is an independent non-executive director for several listed companies in Hong Kong, namely Hutchison Harbour Ring Limited, Win Hanverky Holdings Limited, SPG Land (Holdings) Limited and Sunlight REIT (which are all listed on the Main Board of the Stock Exchange). He is also an independent non-executive director of Galaxy Resources Limited, a company listed on the Australian Securities Exchange, with effect from 13 October 2010. Mr. Kwan was appointed an independent non-executive director of Soundwill Holdings Limited, a company listed on the Main Board of the Stock Exchange, on 30 September 2004 and had resigned on 7 January 2011. Mr. Kwan was an independent non-executive director of Hutchison Telecommunications International Limited, a company previously listed on the Main Board of the Stock Exchange which has withdrawn from listing with effect from 25 May 2010. Further, Mr. Kwan was also a director of Yaohan International Holdings Limited, a company previously listed on the main board which is pending liquidation. He was also a non-executive director of China Medical and Bio Science Limited (formerly known as "China Medical Science Limited"), a company listed on GEM with provisional liquidator appointed on 3 December 2008, and Mr. Kwan had resigned on 20 May 2008.

There is a service contract entered into between the Company and Mr. Kwan dated 4 April 2011 for a term of one year, which will continue thereafter until terminated by either party giving not less than one month's notice in writing to the other party. Mr. Kwan's remuneration is HK$200,000 per year as determined by the Board with reference to his responsibilities within the Company and the prevailing market conditions.

Mr. Ip Shu Kwan, Stephen, aged 59, graduated from the University of Hong Kong with a degree in Social Sciences in 1973. He subsequently pursued post-graduate studies in Oxford University and Harvard Business School. Mr. Ip joined the Hong Kong Government in November 1973 and was promoted to the rank of Director of Bureau in April 1997. He worked in the Hong Kong Special Administrative Region Government as a Principal Official from July 1997 to June 2007. Senior positions held by Mr. Ip in the past include Commissioner of Insurance, Commissioner for Labour, Secretary for Economic Services and Secretary for Financial Services. Mr. Ip took up the position of Secretary for Economic Development and Labour on 1 July 2002.

His portfolio in respect of economic development covered air and sea, transport, logistics development, tourism, energy, postal services, meteorological services, competition and consumer protection. He was also responsible for labour policies including matters relating to employment services, labour relations and employees' rights.

In his capacity as Secretary for Economic Development and Labour, Mr. Ip was a member of the Hong Kong Airport Authority Board, the Mandatory Provident Fund Authority Board, the Hong Kong International Theme Parks Company Board as well as the Chairman of the Logistics Development Council, Port Development Board, Maritime Industry Council and Aviation Development Advisory Committee. Mr. Ip retired from the Hong Kong Special Administrative Region Government in July 2007. Mr. Ip received the Gold Bauhinia Star award from the Hong Kong Special Administrative Region Government in 2001, and is an unofficial Justice of the Peace. Mr. Ip is also an independent non-executive director of Yangtze China Investment Limited, a company listed in the United Kingdom, since February 2008, and an independent non-executive director of China Resources Cement Holdings Limited since August 2008, Synergis Holdings Limited since September 2008, Lai Sun Development Company Limited since December 2010, Viva China Holdings Limited since June 2010, and PICC Property and Casualty Company Limited since January 2011, all are companies listed on the Stock Exchange of Hong Kong Limited.

There is a service contract entered into between the Company and Mr. Ip dated 30 March 2011 for a term of one year, which will continue thereafter until terminated by either party giving not less than one month's notice in writing to the other party. Mr. Ip's remuneration is HK$200,000 per year as determined by the Board with reference to his responsibilities within the Company and the prevailing market conditions.

Mr. Yen Yuen Ho, Tony, aged 63, is an independent non executive director of the Company since 6 April 2011. Mr. Yen is a solicitor of Hong Kong and the United Kingdom. He is also a barrister and solicitor of Australia. He is a retired senior civil servant. From April 1994 to March 2007, he was the Law Draftsman of the Department of Justice, where he was responsible for the drafting of all the legislation of Hong Kong. He was also a member of the Government's Law Reform Commission.

Mr. Yen retired from the civil service in March 2007. He is now a guest speaker to various universities. Currently, he is an Adjunct Professor at the City University of Hong Kong and a Court Member of the Hong Kong University of Science and Technology. He is the director of two secondary schools, the Vice Chairman of the Neighbourhood Advice Action Council and a Member of Heep Hong Society's Executive Council. He is an Honorary Adviser to the Pok Oi Hospital. He is an Honorary Legal Adviser to the Shanghai Fraternity Association and to the Friends of Scouting, Scout Association of Hong Kong. He also serves as a member to the Hong Kong Law Society's Mainland Legal Affairs Committee and as a director of the Hong Kong Institute for Public Administration. In April 2009, Mr. Yen was appointed by the Hong Kong SAR Government as the Vice-Chairman of the Social Welfare Lump Sum Grant Independent Complaints Handling Committee.

Mr. Yen is an independent non-executive director of Jinchuan Group International Resources Company Limited, a company listed on the main board of the Stock Exchange.

Mr. Yen has not entered into service contract with the Company. Mr. Yen's directorship with the Company is subject to retirement by rotation and re-election at annual general meeting and vacation of office in accordance with the provisions of the Bye-Laws. Mr. Yen is entitled to such director's fee as may be determined by the Board from time to time with reference to duties and responsibilities of the director concerned and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, each of Mr. Ching Kwok Ho, Samuel, Mr. Yiu Ka So, Academician Yao Jiannian, Mr. Kwan Kai Cheong, Mr. Ip Shu Kwan, Stephen and Mr. Yen Yuen Ho, Tony (i) had no relationship with any other director, senior management, substantial or controlling shareholder of the Company; (ii) had no interests in the Shares within the meaning of Part XV of the SFO; and (iii) did not hold any directorship in any other listed public companies nor did he hold any such directorship during the last three years preceding the Latest Practicable Date.

Saved as disclosed above, as at the Latest Practicable Date, the Board was not aware of any other matters relating to the proposed re-election of each of Mr. Ching Kwok Ho, Samuel, Mr. Yiu Ka So, Academician Yao Jiannian, Mr. Kwan Kai Cheong, Mr. Ip Shu Kwan, Stephen and Mr. Yen Yuen Ho, Tony that need to be brought to the attention of the Shareholders, nor was there any information in relation to Rule 13.51(2) of the Listing Rules that needs to be brought to the attention of the Shareholders.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 12 to 14 of this circular, at which resolutions will be proposed to approve, *inter alia*, the granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed in this circular and such form of proxy is also published on the website of the Stock Exchange (*www.hkex.com.hk*) and the Company's website (*www.goldpoly.hk*). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited of 18/F Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the meeting or any adjournment thereof should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Bye-law 73.

As far as the Board is aware, there is no Shareholder who is required to be abstained from voting under the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and its Shareholders as a whole and so recommend you to vote in favour of the resolutions at the forthcoming AGM.

By Order of the Board
Lam Ho Fai
Executive Director

* *For identification purpose only*

The following explanatory statement given to all Shareholders relating to a resolution to be proposed at the forthcoming AGM authorizing the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 858,777,577 Shares in issue as at the Latest Practicable Date, could accordingly result in up to 85,877,757 Shares being repurchased by the Company during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net assets value per Share and/or earnings per Share.

3. FUNDING OF REPURCHASES

The Company is empowered by its memorandum of association and Bye-Laws to purchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the fund of the Company that would otherwise be legally available for dividend or distribution or out of the share premium accounts of the Company for such purpose under the laws of Bermuda. Under Bermuda law, the shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced so that the shares may be subsequently re-issued.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

As compared with the financial position of the Company as at 31 December 2010 (being the date of its latest audited financial statements), the Directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the associates (as defined in the Listing Rules) of any of the Directors has any present intention, in the event that the proposal is approved by Shareholders, to sell Shares to the Company.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the memorandum of association and Bye-Laws of the Company.

7. EFFECT OF TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the substantial shareholder of the Company are

	Shareholding	
Name of Shareholder	**Number of Shares or underlying Shares held**	**Percentage of the issued share capital of the Company**
Hung Chao Hong	13,328,000	1.55%
Hong Zhonghai	1,800,000	0.21%
Jet Mile Limited	92,936,803	10.82%
Mr. Hung Chao Hong & Mr. Hong Zhonghai total	108,064,803	12.58%

Note:

i. Jet Mile Limited is owned as to 66.7% by Mr. Hung Chao Hong and as to 33.3% by Mr. Hong Zhonghai.

Base on such shareholding, in the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution and assuming that there is no change in the shareholdings since the Latest Practicable Date, the shareholding of Hung Chao Hong & Mr. Hong Zhonghai in the Company would be increased to approximately 13.98 per cent. of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase Shares pursuant to the Repurchase Mandate.

The Company may not purchase Shares on the Stock Exchange if that purchase would result in the number of Shares which are in the hands of the public falling below 25 per cent. of the Company's issued share capital.

8. SHARE PURCHASE MADE BY THE COMPANY

During each of six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

9. SHARE PRICES

During the previous twelve months before the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Months	Price Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2010		
April	0.82	0.60
May	0.628	0.50
June	0.58	0.51
July	0.84	0.48
August	0.84	0.65
September	1.10	0.71
October	1.72	0.90
November	1.84	1.41
December	1.72	1.50
2011		
January	1.69	1.47
February	1.58	1.42
March	1.50	1.28
April (up to Latest Practicable Date)	1.46	1.40

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 annual general meeting of Goldpoly New Energy Holdings Limited (the "**Company**") will be held at Academy Room III, 1/F., InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 18 May 2011 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements for the year ended 31 December 2010 and the reports of the directors and auditors thereon.

2. To re-elect retiring directors and to authorize the board of directors to fix directors' remuneration.

3. To appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board of Directors to fix their remuneration.

4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

   A. "**THAT**

      (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

      (b) the approval in paragraph (a) shall authorise the directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

      (c) the aggregate nominal amount of shares capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws of the Bermuda to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

"Rights Issue" means an offer of shares or an offer of warrants, options or other securities giving right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company)."

B. "**THAT**

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares in the capital of the Company ("Shares"), subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the Shares purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws of the Bermuda to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting."

C. "**THAT** conditional upon resolution nos. 4A and 4B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 4B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above."

By order of the Board
Leung Yuk Lun Eric
Company Secretary

Hong Kong, 8 April 2011

Principal Office:
Suites 701–702, 7th Floor
Grandtech Centre
8 On Ping Street
Siu Lek Yuen, Shatin
New Territories
Hong Kong

Notes:

(1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited of 18/F Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with a power of a attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

(2) Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* *For identification purpose only*