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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 a special general meeting (the "**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 Monday, 11 November 2013 at 10:30 a.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 placing agreement dated 9 October 2013 entered into between the Company as issuer and CITIC Securities Corporate Finance (HK) Limited as placing agent in relation to the placing of a maximum of 55,000,000 new shares (the "**Placing Shares**") of HK$0.1 each in the share capital of the Company, on a best effort basis, at a placing price of HK$1.70 per Placing Share (the "**Placing Agreement**") (a copy of which marked "**A**" has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

   (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the Placing Shares, the allotment and issue of the Placing Shares, pursuant to and subject to the terms and conditions of the Placing Agreement, be and are hereby approved;

   (c) any one director of the Company be and is hereby authorised to exercise all the powers of the Company and take all steps as might in his/her opinion be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Placing Agreement as well as in relation to the allotment and issue of the Placing Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements."

** For identification purpose only*

2. "**THAT**:

(a) the subscription agreement (the "**Subscription Agreement**") dated 16 October 2013 entered into between the Company as issuer, Seven Points Enterprises Inc., Financial Vantage Limited, York Asian Opportunities Investments Master Fund, L.P., York Credit Opportunities Investments Master Fund, L.P. and York Global Finance Fund, L.P. as purchasers (the "**Purchasers**"), Profit Icon Investments Limited, China Solar Power Group Limited, China Technology New Energy Limited, Faster Assets Limited, Sino Delight Developments Limited, Upper Light Limited, New Light Technology Limited, Fortune Wheel Holdings Limited and Profit Giant Holdings Limited as guarantors and Credit Suisse AG, Singapore Branch as the arranger and settlement agent in relation to the issue of the 5% secured guaranteed convertible bonds due 2016 in the aggregated principal amount of US$70,000,000 (equivalent to approximately HK$542,500,000) (the "**Additional Convertible Bonds**") to be issued by the Company pursuant to the Subscription Agreement at the initial conversion price of HK$1.60 per conversion share (subject to adjustment), which, when issued, will be consolidated and form a single series with the US$50,000,000 5.0 per cent. secured guaranteed convertible bonds due 2016 issued by the Company on 8 October 2013 (a copy of which marked "**B**" has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder, including the allotment and issue of an aggregate 339,062,500 new ordinary shares of HK$0.10 each in the share capital of the Company (the "**Conversion Shares**") to the Purchasers, be and are hereby approved, confirmed and ratified;

(b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the Conversion Shares, the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the Additional Convertible Bonds by the Purchasers, pursuant to and subject to the terms and conditions of the Subscription Agreement, be and are hereby approved; and

(c) any one director of the Company be and is hereby authorised to exercise all the powers of the Company and take all steps as might in his/her opinion be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Subscription Agreement as well as in relation to the allotment and issue of the Conversion Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements."

3. "**THAT**:

(a) subject to paragraph (c) of this resolution, and pursuant to the Listing Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or grant additional shares of the Company or securities convertible into such shares, options, warrants or similar rights to subscribe for any shares of the Company or such convertible securities, and to make or grant offers, agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

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

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval given in paragraph (a) above, otherwise than pursuant to the exercise of any options granted under any share option scheme adopted by the Company or any offer of any class of securities of the Company made pro rata (apart from fractional entitlements) by the Company to holders of such class of securities (excluding any holder who is resident in a place where such offer is not permitted under the law of that place) or any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution, plus (the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company in the annual general meeting of the Company held on 27 June 2013) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue) and the authority pursuant to paragraph (a) of this resolution 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 Bermuda law or any applicable laws to be held; and (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to under this resolution."

For and on behalf of
Goldpoly New Energy Holdings Limited
Lam Ho Fai
Executive Director

Hong Kong, 25 October 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, Mr. Li, Alan (Chief Executive Officer), Mr. Lu Zhenwei, Ms. Lin Xia Yang and Mr. Yiu Ka So, being the executive directors; Academician Yao Jiannian, Mr. Yang Baiqian, Ms. Qiu Ping, Maggie and Mr. Wu Zhenmian, being the non-executive directors; and Mr. Kwan Kai Cheong, Mr. Ching Kwok Ho, Samuel, Mr. Yen Yuen Ho, Tony, Mr. Shi Dinghuan and Mr. Ma Kwong Wing, being the independent non-executive directors.