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If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GOLDPOLY NEW ENERGY HOLDINGS LIMITED, you should at once hand this supplemental circular, together with the enclosed revised form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 26 APRIL 2013 IN RESPECT OF PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS

This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 26 April 2013 and the notice convening an annual general meeting of the Company dated 26 April 2013 (the “AGM”) to be held at Academy Room III, 1/F., InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 27 June 2013 at 10:30 a.m. or any adjournment thereof. A revised form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular for use at the AGM.

Whether or not you intend to attend and vote at the AGM in person, please complete the Revised Proxy Form enclosed in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Union Registrars Limited of 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of a valid Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

* For identification purpose only

11 June 2013

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LETTER FROM THE BOARD

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:

Mr. Lam Ho Fai
Ms. Lin Xia Yang
Mr. Yiu Ka So
Mr. Alan Li
Mr. Zhenwei Lu

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Non-executive Directors:

Academician Yao Jiannian
Mr. Chiang Chao-Juei
Mr. Baiqian Yang
Ms. Maggie, Ping Qiu

Principal Place of Business

in Hong Kong:

Room 6301
The Center
99 Queen's Road Central
Hong Kong

Independent non-executive Directors:

Mr. Kwan Kai Cheong
Mr. Ching Kwok Ho, Samuel
Mr. Yen Yuen Ho, Tony
Mr. Shi Dinghuan

11 June 2013

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR DATED 26 APRIL 2013
IN RESPECT OF PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS**

INTRODUCTION

This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 26 April 2013 in respect of proposals for general mandates to repurchase shares and issue shares, and re-election of retiring Directors (the “**Circular**”).

Subsequent to the despatch of the Circular, the Company had issued and allotted 959,462,250 new Shares (the “**Consideration Shares**”) upon completion of a very substantial acquisition by the Company on 10 June 2013 and the board of directors of the Company (the “**Board**”) had appointed one

* For identification purpose only

LETTER FROM THE BOARD

new independent non-executive director on 10 June 2013, which details can all be referred to in the announcement of the Company dated 10 June 2013. In addition, the Company had also issued 103,720,000 new Shares on 7 June 2013 (the “New Issues”).

As a result of the above events, some information contained in the Circular has become out-dated. The purpose of this supplemental circular is to give you (i) the revised information regarding the resolutions relating to the grant of the general mandates to the Directors to repurchase and issue Shares, to extend general mandate to issue Shares (ii) further information regarding the resolutions relating to the re-election of retiring Directors at the AGM and (iii) the Revised Proxy Form. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

GENERAL MANDATE TO REPURCHASE SHARES

As at 10 June 2013, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein (the “Latest Practicable Date”), the issued share capital as enlarged by the Consideration Shares and the New Issues was 1,945,090,639 Shares. To reflect such change in the issued share capital of the Company and in accordance with the requirements of the Listing Rules, a revised explanatory statement on the Repurchase Mandate is set out in Appendix I to this supplemental circular to provide you with the requisite information reasonably necessary to enable you to make an informed decision on the proposed resolution relating to the grant of the Repurchase Mandate to the Directors. For the avoidance of doubt, the Appendix I to this supplemental circular shall supersede the Appendix I to the Circular.

Save as disclosed above, the information and contents in respect of the Repurchase Mandate as set out in the Circular remain unchanged.

GENERAL MANDATE TO ISSUE SHARES AND EXTEND GENERAL MANDATE TO ISSUE SHARES

As at the Latest Practicable Date, the Company has issued 1,945,090,639 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 389,018,127 Shares upon exercise of the Issue Mandate in full.

Save as disclosed above, the information and contents in respect of the Issue Mandate and the extension thereof as set out in the Circular remain unchanged.

RE-ELECTION OF RETIRING DIRECTORS

The Board had appointed Mr. Shi Dinghuan as an independent non-executive Director with effect from 10 June 2013. Details of such appointment was set out in the announcement of the Company dated 10 June 2013.

LETTER FROM THE BOARD

According to Bye-law 83(2) of the Bye-laws, any Director appointed by the Board as an addition to the existing board of directors of the Company shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Therefore, Mr. Shi Dinghuan, who was appointed by the Board after the publication of the Circular, shall hold office only until the AGM and shall then be eligible for re-election at the AGM.

According to Bye-law 84(1) of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation. To comply with this Bye-law, an additional Director, namely Mr. Yen Yuen Ho, Tony, shall retire from office and then be eligible for re-election at the AGM.

In addition to the other three Directors standing for re-election at the AGM as referred to in the Letter from the Board of the Circular, the biographical details of Mr. Shi Dinghuan and Mr. Yen Yuen Ho, Tony are set out as follows:

Independent Non-Executive Director

Mr. Shi Dinghuan, aged 70, is a Counselor of the State Council of the People's Republic of China ("PRC"), chairman of China Renewable Energy Society, deputy president of China Industry-University-Research Institute Collaboration Association and a party member of the Communist Party of the PRC. He graduated from the Engineering Physics Department, Tsinghua University in July 1967, majoring in radiation dosimetry and protection. Mr. Shi had worked in the Nuclear Energy Technology Institute of Tsinghua University since November 1973. In October 1980, he joined the State Commission of Science and Technology (the Former of Ministry of Science and Technology (MOST)). He was once appointed as the Deputy Division Chief of the Forecasting Bureau of the PRC, Deputy Director of the Industrial Technology Bureau of the PRC, Director of the Department of Industrial Science and Technology of the PRC. He then moved to take up the position as the Deputy Director of the Deputy Director-General of the High and New Technology Department and Industrial Department (directorate grade) (科學技術部高新技術發展及產業化司副司長(正司級) of the PRC. In June 1988, he also acted as a member of the "Torch Programme (國家火炬計劃)" office. Mr. Shi took the office of the Secretary General of MOST in August 2001, he moved to the position of the Communist Party Committee member in November the same year. Since June 2003, he has been a member of the Mid-and-Long-Term Project Planning Office for National Science and Technology Development (國家中長期科學技術發展規劃領導小組) and the leader of the Strategic Research Group (戰略組組長). In March 2004, Mr. Shi was appointed as the Counselor of the State Council of the PRC. Mr. Shi has taken part in the implementation of the Seventh Five-Year-Plan of national economy and the Plan of Technology Development 2000. Mr. Shi has also contributed to the formulation of technology programmes and the implementation of key technology projects in hi-tech areas for the Eighth and Ninth Five-Year-Plans. He has been taking part in various hi-tech industrialization programmes, such as High & New Technology Industries Development Zones (國家高新區), enterprise incubation, Productivity Centers and technology and innovation engineering. Mr. Shi is an independent non-executive director of Guodian Technology & Environment Group Corporation Limited, the shares of which are listed on the main board of the Stock Exchange, with effect from June 2012.

LETTER FROM THE BOARD

Mr. Shi will enter into a service contract with the Company. Mr. Shi's directorship with the Company is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Bye-laws. Mr. Shi is entitled to receive a director's fee of HK\$200,000 per annum, which was determined by the Board with reference to his responsibilities within the Company and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, Mr. Shi did not hold any interests in Shares within the meaning of Part XV of the SFO and he did not have any relationship with any other directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company. There is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Shi that need to be brought to the attention of the shareholders of the Company.

Mr. Yen Yuen Ho, Tony, aged 65, was appointed independent non-executive Director of the Company on 6 April 2011. He is also a member of the audit committee, the remuneration committee and the nomination committee of the Company.

Mr. Yen is a solicitor of Hong Kong and the United Kingdom, he is also a barrister and solicitor of Australia. Mr. Yen 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, the shares of which are listed on the main board of the Stock Exchange, with effect from 5 August 2010.

There is a service contract entered into between the Company and Mr. Yen dated 30 June 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. Yen'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 is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Bye-laws.

LETTER FROM THE BOARD

Save as disclosed above and as at the Latest Practicable Date, Mr. Yen did not hold any interests in Shares within the meaning of Part XV of the SFO and he did not have any relationship with any other directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company. There is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Yen that need to be brought to the attention of the shareholders of the Company.

REVISED PROXY FORM

Since the proxy form (the “**Old Proxy Form**”) sent together with the Circular did not contain the proposed resolutions for the re-election of Mr. Shi Dinghuan and Mr. Yen Yuen Ho, Tony as independent non-executive Directors, the Revised Proxy Form is enclosed with this supplemental circular to include such proposed resolutions. The notice of AGM sent together with the Circular is also enclosed hereto as Appendix III for reference.

Whether or not you intend to attend and vote at the AGM in person, please complete the Revised Proxy Form enclosed in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Union Registrars Limited of 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).

Special arrangements about completion and submission of the Revised Proxy Form are also set out in the Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the Old Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish.

RECOMMENDATION

The Directors consider that the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate, and the proposed re-election of Mr. Shi Dinghuan and Mr. Yen Yuen Ho, Tony as independent non-executive Directors are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

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

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 1,945,090,639 Shares in issue as at the Latest Practicable Date, could accordingly result in up to 194,509,063 Shares being repurchased by the Company during the period ending on the earliest of the date of the next general meeting, the date by which the next 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 2012 (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/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of Shares held by him/her/it 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

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name of Shareholder	Number of Shares held	Shareholding Percentage of the issued share capital of the Company (approximate)
China Merchants New Energy Group Limited ("CMNEG") and parties acting in concert with it		
CMNEG	467,538,250	24.04%
China Green Holdings Limited	2,905,621	0.14%
Renewable Energy Trade Board Corporation	39,974,000	2.05%
Sino Arena Investments Limited	<u>20,010,000</u>	<u>1.03%</u>
Total of CMNEG and parties acting in concert with it:	<u>530,427,871</u>	<u>27.26%</u>

Name of Shareholder	Number of Shares held	Shareholding Percentage of the issued share capital of the Company (approximate)
Ease Soar Limited	239,982,000	12.34%
Mr. Hung Chao Hong (Mr. Hung) and parties acting in concert with him		
Mr. Hung	64,376,000	3.31%
Mr. Hong Zhonghai	1,800,000	0.09%
Jet Mile Limited	92,936,803	4.78%
Hyatt Servicing Limited	<u>72,036,000</u>	<u>3.70%</u>
Total of Mr. Hung and parties acting in concert with him:	<u>231,148,803</u>	<u>11.88%</u>

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name of Shareholder	Number of Shares held	Shareholding Percentage of the issued share capital of the Company (approximate)
CMNEG and parties acting in concert with it		
CMNEG	467,538,250	26.71%
China Green Holdings Limited	2,905,621	0.17%
Renewable Energy Trade Board Corporation	39,974,000	2.28%
Sino Arena Investments Limited	<u>20,010,000</u>	<u>1.14%</u>
Total of CMNEG and parties acting in concert with it:	<u>530,427,871</u>	<u>30.30%</u>

Name of Shareholder	Number of Shares held	Shareholding Percentage of the issued share capital of the Company (approximate)
Ease Soar Limited	239,982,000	13.71%
Mr. Hung Chao Hong (Mr. Hung) and parties acting in concert with him		
Mr. Hung	64,376,000	3.68%
Mr. Hong Zhonghai	1,800,000	0.10%
Jet Mile Limited	92,936,803	5.31%
Hyatt Servicing Limited	<u>72,036,000</u>	<u>4.11%</u>
Total of Mr. Hung and parties acting in concert with him:	<u>231,148,803</u>	<u>13.20%</u>

At as the Latest Practicable Date, the Directors have no intention to exercise any of the Repurchase Mandate.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of CMNEG and parties acting in concert with it in the Company would increase to approximately 30.30% of the issued share capital of the Company, which will give rise to an obligation on the part of CMNEG and parties acting in concert with it to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in (i) such obligation arising under the Takeovers Code; or (ii) the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
June	0.98	0.86
July	0.91	0.86
August	0.98	0.89
September	1.36	0.93
October	1.30	1.08
November	1.35	1.15
December (trading suspended)	n/a	n/a
2013		
January	1.83	1.35
February	1.45	1.15
March	1.46	1.08
April	1.22	1.00
May	1.53	1.10
June (up to the Latest Practicable Date)	1.63	1.43

A Shareholder who has not yet lodged the Old Proxy Form with the Hong Kong branch share registrar of the Company (the “**Share Registrar**”) is requested to lodge the Revised Proxy Form if he/she/it wishes to appoint proxies to attend the AGM on his/her/its behalf. In this case, the Old Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the Old Proxy Form with the Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Share Registrar, the Old Proxy Form will be treated as a valid proxy form lodged by him/her/it if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions for the re-election of Directors set out in this supplemental circular.
- (ii) if the Revised Proxy Form is lodged with the Share Registrar 48 hours prior to the time appointed for holding the AGM (the “**Closing Time**”), the Revised Proxy Form will revoke and supersede the Old Proxy Form previously lodged by him/her/it. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
- (iii) if the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The Old Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the Old Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Share Registrar.

Completion and return of the Old Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

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 Thursday, 27 June 2013 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors for the year ended 31 December 2012.
2. To consider the re-election of the retiring Directors, each as a separate resolution.
3. To authorise the board of directors to fix the directors’ remuneration.
4. To appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board of Directors to fix their remuneration.
5. 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. 5(A) and 5(B) 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. 5(B) 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. 5(A) above.”

By order of the Board
Leung Yuk Lun Eric
Company Secretary

Hong Kong, 26 April 2013

Principal Office:
Room 6301
The Center
99 Queen’s Road Central
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 notorially 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, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) Each of the above resolutions will be put forth by way of a poll at the annual general meeting.

* *For identification purpose only*