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## **GCL-POLY ENERGY HOLDINGS LIMITED**

**保利協鑫能源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3800)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “Meeting”) of GCL-Poly Energy Holdings Limited (the “Company”) will be held at Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 5 February 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the steam supply agreement (“Jinshanqiao Steam Supply Agreement”) dated 30 December 2009 entered into between 江蘇中能硅業科技發展有限公司 Jiangsu Zhongneng Polysilicon Technology Development Co., Ltd.\* (“Jiangsu Zhongneng”) as customer and 徐州金山橋熱電有限公司 Xuzhou Jinshanqiao Cogeneration Company, Limited\* as supplier in relation to the purchase of steam, a copy of which marked “A” has been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby approved, ratified and confirmed;
- (b) the steam supply agreement (“Xuzhou Steam Supply Agreement”) dated 30 December 2009 entered into between Jiangsu Zhongneng as customer and 保利協鑫(徐州)再生能源有限公司 Xuzhou GCL-Poly Renewable Energy Company, Limited\* as supplier in relation to the purchase of steam, a copy of which marked “B” has been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder and the execution of which be and are hereby approved, ratified and confirmed;

\* *For identification only*

- (c) the annual cap for the value of purchase of steam as stated in the circular of the Company dated 19 January 2010 under the Jinshanqiao Steam Supply Agreement and the Xuzhou Steam Supply Agreement for the year ending 31 December 2010 be and is hereby approved, ratified and confirmed; and
- (d) the directors of the Company and Jiangsu Zhongneng be and are hereby generally and unconditionally authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the Jinshanqiao Steam Supply Agreement and the Xuzhou Steam Supply Agreement the transactions contemplated thereunder.”

By order of the Board  
**GCL-Poly Energy Holdings Limited**  
**Zhu Gong Shan**  
*Chairman*

Hong Kong, 19 January 2010

*Notes:*

- (1) A member entitled to attend and vote at the Meeting may appoint a proxy to attend and, on a poll, vote on his behalf and such proxy need not be a member of the Company. A form of proxy for use at the Meeting is enclosed.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) As at the date of this notice, the Board comprises Mr. Zhu Gong Shan (Chairman), Mr. Sha Hong Qiu, Mr. Ji Jun, Mr. Shu Hua, Mr. Yu Bao Dong, Ms. Sun Wei, Mr. Tong Yee Ming and Mr. Zhu Yu Feng as executive directors; Mr. Chau Kwok Man, Cliff and Ms. Bai Xiaoqing as non-executive Directors; Mr. Qian Zhi Xin, Ir. Dr. Raymond Ho Chung Tai, Mr. Xue Zhong Su and Mr. Yip Tai Him as independent non-executive directors.