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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "**EGM**") of GCL-Poly Energy Holdings Limited (the "**Company**") will be held at Centenary Room III, G/F., Marco Polo Hongkong Hotel, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 28 May 2018 at 12 p.m. or immediately after the annual general meeting of the Company, whichever is later, for the purpose of considering and, if thought fit, passing with or without modification the following ordinary resolution of the Company:

ORDINARY RESOLUTION

1. "**THAT**

    (a) the supplemental agreement (the "**Supplemental Agreement**") dated 25 April 2018 entered into between Yangzhou Harbour Sludge Power Co., Ltd* (揚州港口污泥發電有限公司) and Yangzhou GCL Photovoltaic Technology Co., Ltd* (揚州協鑫光伏科技有限公司) to amend the agreement (the "**New Yangzhou Steam Supply Agreement**") dated 30 June 2017 and the annual caps thereunder, a copy of which marked "A" has been tabled before the meeting and initiated 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 revised annual caps for the transactions under the New Yangzhou Steam Supply Agreement, as supplemented by the Supplemental Agreement, as stated in the circular of the Company dated 9 May 2018 for the period from 1 January 2018 to 31 May 2020 be and are hereby approved, ratified and confirmed; and

(c) any one of the directors of the Company be and is hereby authorised to do all such acts and things and to execute all such documents for the purpose of, or in connection with, the implementation of and giving effect to the Supplemental Agreement and the transactions ancillary thereto and of administrative nature which he/she considers necessary, desirable or expedient."

By order of the Board
GCL-Poly Energy Holdings Limited
Mr. Zhu Gongshan
Chairman

Hong Kong, 9 May 2018

Notes:

* *English name for identification only*

(1) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.

(2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.

(3) Shareholders of the Company who are entitled to vote at the EGM are those whose names appear as shareholders on the register of members of the Company as at the close of business on Friday, 25 May 2018. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on 18 May 2018.

(4) Delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM convened and in such event, the form of proxy shall be deemed to be revoked.

(5) In the case of joint registered holders of any share, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, 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.

As at the date of this notice, the executive directors of the Company are Mr. Zhu Gongshan (Chairman), Mr. Zhu Zhanjun, Mr. Ji Jun, Mr. Zhu Yufeng, Ms. Sun Wei, Mr. Yeung Man Chung, Charles, Mr. Jiang Wenwu and Mr. Zheng Xiongjiu; and the independent non-executive directors of the Company are Ir. Dr. Ho Chung Tai, Raymond, Mr. Yip Tai Him, Dr. Shen Wenzhong and Mr. Wong Man Chung, Francis.