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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)

DISCLOSURE PURSUANT TO RULE 13.18
OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to the New Facility Agreements, which contain specific performance obligations on the controlling shareholders of the Company.

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The board of directors (the "Board") of GCL-Poly Energy Holdings Limited (the "Company") wishes to announce that on 25 August 2014, the Company as borrower has entered into two new facility agreements (the "New Facility Agreements") with a bank (the "Bank") as lender which is a third party independent of and not connected with the Company or its connected persons (as defined under the Listing Rules) in relation to the provision to the Company of the following two facilities:-

1. a US\$240 million facility (the "New Facility I") with a term of three years; and
2. a US\$250 million facility (the "New Facility II") with a term of three years

The two new facilities are in addition to the existing facilities of (i) the US\$400 million and RMB2 billion (the "Existing Facility I"); and (ii) the US\$480 million (the "Existing Facility II") granted by the Bank in September 2011 and September 2013, respectively, which were disclosed by the Company under the announcements dated 1 September 2011 and 17 September 2013. Currently, part of the Existing Facility I has been repaid and Existing Facility II is still outstanding.

The purpose of the New Facility I is for the funding of one of the subsidiaries of the Company and the New Facility II is for repayment of the outstanding amount of the Existing Facility I in full and for Company's working capital.

Under the terms of the New Facility Agreements, it will be a change of control event if at

any time (i) Mr. Zhu Gongshan, the Chairman and a director of the Company, ceases to remain as one of the major beneficiaries of a discretionary trust with Credit Suisse Trust Limited as trustee; (ii) such discretionary trust ceases to own 100% interest in (whether directly or indirectly) Asia Pacific Energy Fund Limited; (iii) Asia Pacific Energy Fund Limited ceases to be the single largest shareholder of the Company; or (iv) Mr. Zhu Gongshan ceases to control the Company. If any of the above change of control events occurs, the Bank may, by notice to the Company, immediately cancel the New Facility I and New Facility II and declare the outstanding principal together with accrued interest and all other amounts accrued under the New Facility Agreements and all relevant security documents, to be immediately due and payable.

As at the date of this announcement, Mr. Zhu Gongshan and other members of his immediate family (including Mr. Zhu Yufeng, the son of Mr. Zhu Gongshan and a director of the Company) are beneficiaries of a discretionary trust which holds approximately 32.41% of the issued share capital of the Company. Accordingly, Mr. Zhu Gongshan and Mr. Zhu Yufeng are deemed controlling shareholders of the Company (as defined under the Listing Rules).

In accordance with Rule 13.21 of the Listing Rules, appropriate disclosure will be included in the interim and annual reports of the Company for so long as the obligations continue to exist.

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

Hong Kong, 25 August 2014

As at the date of this announcement, the Board comprises Mr. Zhu Gongshan (Chairman), Mr. Ji Jun, Mr. Shu Hua, Mr. Yu Baodong, Ms. Sun Wei, and Mr. Zhu Yufeng as executive directors; Ir. Dr. Raymond Ho Chung Tai, Mr. Xue Zhongsu and Mr. Yip Tai Him as independent non-executive directors.