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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 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 Centenary Room I, G/F., Marco Polo Hongkong Hotel, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 12 July 2011 at 10:00 a.m. 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 renewed coal supply framework agreement (“Renewed Nanjing Agreement”) dated 10 June 2011 entered into between 保利協鑫電力燃料有限公司 (GCL-Poly Power Fuel Co., Ltd.*, “GCL-Poly Fuel Company”) as supplier and 南京協鑫生活污泥發電有限公司 (Nanjing Xiexin Life Sludge Power Co., Ltd.*) as customer in relation to the supply of coal, 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 renewed coal supply framework agreement (“Renewed Lanxi Agreement”) dated 10 June 2011 entered into between GCL-Poly Fuel Company as supplier and 蘭溪協鑫環保熱電有限公司 (Lanxi Golden Concord Environmental Protection Cogen-Power Co., Ltd.*) as customer in relation to the supply of coal, 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;
- (c) the coal supply framework agreement (“Jinshanqiao Agreement”) dated 10 June 2011 entered into between GCL-Poly Fuel Company as supplier and 徐州金山橋熱電有限公司 (Xuzhou Jinshanqiao Cogeneration Company Limited*) as customer in relation to the supply of coal, a

copy of which marked “C” 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;

- (d) the aggregated annual caps for the supply of coal as stated in the circular of the Company dated 21 June 2011 under the Renewed Nanjing Agreement, the Renewed Lanxi Agreement and the Jinshanqiao Agreement for the period from 1 July 2011 to 31 December 2011, the years ending 31 December 2012 and 2013 and the period from 1 January 2014 to 30 June 2014 be and are hereby approved, ratified and confirmed; and
- (e) the directors of the Company and GCL-Poly Fuel Company 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 Renewed Nanjing Agreement, the Renewed Lanxi Agreement and the Jinshanqiao Agreement, and the transactions contemplated thereunder.”

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

Hong Kong, 21 June 2011

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.
- (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.

* *For identification purpose only*

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 Xiao Qing 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.