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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)

CHARGE OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by GCL-Poly Energy Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Company has been notified that Happy Genius Holdings Limited entered into a charge over shares and securities account agreement in favour of Haitong International New Energy VIII Limited (“**Haitong International**”) dated 28 June 2016 (the “**Charge**”). Happy Genius Holdings Limited is a company wholly-owned by a family trust, of which Mr. Zhu Gongshan and Mr. Zhu Yufeng (both are executive directors of the Company) and their family members are beneficiaries (“**Zhu Family Trust**”). Pursuant to the Charge, Happy Genius Holdings Limited will charge an aggregate of 1,140,000,000 shares in the share capital of the Company (the “**Haitong Charged Shares**”) as security for the subscription of, by Haitong International, the senior promissory notes in an aggregate principal amount up to HK\$700,000,000 to be issued by Happy Genius Holdings Limited.

As at the date of this announcement, the Haitong Charged Shares represent approximately 6.13% of the issued share capital of the Company and the Zhu Family Trust will cumulatively pledge (including the Haitong Charged Shares) an aggregate of 3,465,000,000 shares (the “**Total Pledged Shares**”) of the Company, representing 18.64% of the issued share capital of the Company. The Total Pledged Shares do not fall within the scope of Rule 13.17 of the Listing Rules.

As at the date of this announcement, the Zhu Family Trust is interested in a total of 6,370,388,156 shares of the Company, representing approximately 34.27% of the total issued share capital of the Company.

By order of the Board
GCL-Poly Energy Holdings Limited
Zhu Zhanjun
CEO & Executive Director

Hong Kong, 29 June 2016

As at the date of this announcement, the Board comprises Mr. Zhu Gongshan (Chairman), Mr. Zhu Zhanjun, Mr. Ji Jun, Mr. Zhu Yufeng, Mr. Yeung Man Chung, Charles, Mr. Jiang Wenwu and Mr. Zheng Xiongjiu as executive directors; Mr. Shu Hua as a non-executive director; Ir. Dr. Ho Chung Tai, Raymond, Mr. Yip Tai Him, Dr. Shen Wenzhong and Mr. Wong Man Chung, Francis as independent non-executive directors.