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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)



GCL New Energy Holdings Limited

協鑫新能源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 451)

**INSIDE INFORMATION
FRAMEWORK AGREEMENT IN RELATION TO
THE SALE AND PURCHASE OF SHARES OF GCL NEW ENERGY
HOLDINGS LIMITED**

This announcement is jointly made by GCL-Poly Energy Holdings Limited (“**GCL-Poly**”) and GCL New Energy Holdings Limited 協鑫新能源控股有限公司 (“**GNE**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and the Inside Information Provisions (as defined under the Hong Kong Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

It was brought to the attention of GCL-Poly and GNE that on 24 November 2017 (after trading hours), GCL System Integration Technology Co., Ltd.* (協鑫集成科技股份有限公司) (a company established in the People’s Republic of China with its shares listed on the Small and Medium Enterprise Board of the Shenzhen Stock Exchange (stock code: 002506)) (“**GCL System Integration**”) as purchaser, Haitong International New Energy VIII Limited and Sum Tai Holdings Limited (collectively, the “**Vendors**”) (each, a third party independent of each of GCL-Poly and GNE) entered into the framework agreement (the “**Framework Agreement**”) in relation to the sale and purchase (the “**Potential Acquisition**”) of an aggregate of approximately 10.01% of the total issued shares of GNE.

It is expected that a definitive sale and purchase agreement shall be entered into by the Vendors and GCL System Integration on or before 15 December 2017. The Potential Acquisition shall be subject to, among other things, the shareholders’ approval of GCL System Integration. Upon completion of the Potential Acquisition, GCL System Integration will become a substantial shareholder (as defined under the Hong Kong Listing Rules) of GNE. GCL System Integration is an associate (as defined under the Hong Kong Listing Rules) of the controlling shareholders of each of GCL-Poly and GNE.

An announcement relating to the Potential Acquisition has been published by GCL System Integration on the Shenzhen Stock Exchange on 24 November 2017. For details please refer to <http://disclosure.szse.cn/finalpage/2017-11-25/1204166379.PDF>.

Shareholders of GCL-Poly and GNE and other investors should note that the Potential Acquisition may or may not proceed and are subject to the conclusion of definitive agreement(s) and various regulatory and corporate approvals. Shareholders of GCL-Poly and GNE and other investors are advised to exercise caution when dealing in the securities of GCL-Poly and GNE.

* *For identification purpose only*

By order of the GCL-Poly board
GCL-Poly Energy Holdings Limited
保利協鑫能源控股有限公司
Zhu Gongshan
Chairman

By order of the GNE board
GCL New Energy Holdings Limited
協鑫新能源控股有限公司
Zhu Yufeng
Chairman

Hong Kong, 24 November 2017

As at the date of this joint announcement, the GCL-Poly board comprises 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 as executive GCL-Poly directors; Ir. Dr. Raymond Ho Chung Tai, Mr. Yip Tai Him, Dr. Shen Wenzhong and Mr. Wong Man Chung, Francis as independent non-executive GCL-Poly directors.

As at the date of this joint announcement, the GNE board comprises Mr. Zhu Yufeng, Mr. Sun Xingping, Ms. Hu Xiaoyan and Mr. Tong Wan Sze as executive GNE directors; Ms. Sun Wei, Mr. Sha Hongqiu and Mr. Yeung Man Chung, Charles as non-executive GNE directors; and Mr. Wang Bohua, Mr. Xu Songda, Mr. Lee Conway Kong Wai, Mr. Wang Yanguo and Dr. Chen Ying as independent non-executive GNE directors.