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SAME TIME HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 451)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Company SGM**”) of SAME TIME HOLDINGS LIMITED (the “**Company**”) will be held at 17th Floor, Phase I, Kingsford Industrial Building, 26–32 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong on 23 April 2014 at 12:00 noon for the purposes of considering and, if thought fit, passing the following resolutions of the Company, with or without amendments. Capitalised terms defined in the circular of the Company dated 31 March 2014 (the “**Circular**”) shall have the same meanings when used in this notice of the Company SGM unless otherwise specified.

ORDINARY RESOLUTIONS

1. “**THAT**, subject to and conditional upon the fulfilment of the conditions in the subscription agreement (the “**Subscription Agreement**”) dated 13 February 2014 entered into between the Company, Same Time International (B.V.I) Limited and GCL-Poly Energy Holdings Limited (the “**Subscriber**”) in relation to the subscription of 360,000,000 new shares with a par value of HK\$0.10 each in the share capital of the Company at the issue price of HK\$4.00 per share in cash (the “**Subscription Shares**”), details of which are set out in the Circular, a copy of each of the Subscription Agreement and the Circular having been tabled at the Company SGM and initialed by the chairman of the Company SGM for the purpose of identification and respectively marked “**A**” and “**B**”:
 - (a) the Subscription Agreement and the transactions contemplated therein as contained in the Circular be and are hereby approved, confirmed and ratified; and
 - (b) any one of the Company Directors be and is hereby authorised, for and on behalf of the Company, to execute such other documents, instruments and agreements and to do all such acts or things which he or she considers necessary, desirable or expedient in connection with the implementation and completion of Share Subscription and all the transactions contemplated in this resolution and the Circular.”
2. “**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, and the passing of the ordinary resolution no.1 as set out in this notice of the Company SGM, the unconditional specific

mandate granted to the Company Directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Subscription Agreement be and is hereby confirmed and approved.”

3. “**THAT**, subject to and conditional on the passing of resolutions no. 1 and no. 2 as set out in this notice of the Company SGM, the Whitewash Waiver (as defined below) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any of his delegates) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”) in respect of the obligation of the Subscriber and parties acting in concert with it to make a mandatory general offer to the shareholders of the Company for all issued shares and other securities of the Company not already owned or agreed to be acquired by them as a result of the issue and allotment of the Subscription Shares to the Subscriber, be and is hereby approved, confirmed and ratified and that any Company Director be and is hereby authorized, for and on behalf of the Company, to execute such other documents, instruments and agreements and to do all such acts or things which he or she considers desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Whitewash Waiver and all transactions contemplated under this resolution.”

4. “**THAT**, the Company Original Placing Agreement dated 30 October 2013 entered into between the Company as issuer and Fortune (HK) Securities Limited (the “**Placing Agent**”) as placing agent as amended and superseded by the Amendment Deed dated 28 February 2014 and the adoption of the Amended and Restated Placing Agreement dated 28 February 2014 entered into between the Company and the Placing Agent in relation to the placing of 50,000,000 new Company Shares, on a best effort basis, at a placing price of HK\$4.00 per Company Share (a copy of each of the Company Original Placing Agreement, the Amendment Deed and the Amended and Restated Placing Agreement having been tabled at the Company SGM and initialed by the chairman of the Company SGM for the purpose of identification and respectively marked “**C**”, “**D**” and “**E**”), subject to and conditional upon the fulfilment of the conditions in the Amended and Restated Placing Agreement:
 - (a) the Company Original Placing Agreement as amended and superseded by the Amendment Deed and the transactions contemplated therein and as contained in the Circular be and are hereby approved, confirmed and ratified;
 - (b) the Amended and Restated Placing Agreement and the transactions contemplated therein and as contained in the Circular be and are hereby approved, confirmed and ratified; and
 - (c) any one of the Company Directors or in the case of execution under the common seal of the Company, any two of the Company Directors or any one of the Company Directors and the company secretary in accordance with the bye-laws of the Company, be and is/are hereby authorised, for and on behalf of the Company, to execute such other documents, instruments and agreements and if required, to affix the common seal of the Company and to do all such

acts or things which he or she considers necessary, desirable or expedient in connection with the implementation and completion of the Placing and all the transactions contemplated in this resolution and in the Circular.”

5. “**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Company New Placing Shares, and the passing of the ordinary resolution no. 4 as set out in this notice of the Company SGM, the unconditional specific mandate granted to the Company Directors to exercise the powers of the Company to allot, issue and deal with the Company New Placing Shares pursuant to the Amended and Restated Placing Agreement be and is hereby confirmed and approved.”
6. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Mr. Zhu Gongshan to serve as a Company Director be and is hereby approved.”
7. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Mr. Tang Cheng to serve as a Company Director be and is hereby approved.”
8. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Mr. Gu Xin to serve as a Company Director be and is hereby approved.”
9. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Ms. Hu Xiaoyan to serve as a Company Director be and is hereby approved.”
10. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Ms. Sun Wei to serve as a Company Director be and is hereby approved.”
11. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Mr. Yu Baodong to serve as a Company Director be and is hereby approved.”
12. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Mr. Wang Bohua to serve as a Company Director be and is hereby approved.”
13. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Mr. Xu Songda to serve as a Company Director be and is hereby approved.”
14. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Mr. Han Qing-hua to serve as a Company Director be and is hereby approved.”
15. “**THAT** subject to and conditional on the passing of the ordinary resolutions nos. 1, 2 and 3, the appointment of Mr. Lee Conway Kong Wai to serve as a Company Director be and is hereby approved.”

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the passing of all of the ordinary resolutions of the Company set out in this notice of the Company SGM of which this resolution forms part, the completion of the Share Subscription, the granting of the approval on the proposed change of name as set out in paragraph (a) below by the Registrar of Companies in Bermuda:
 - (a) the name of the Company be and is hereby changed from “SAME TIME HOLDINGS LIMITED” to “GCL New Energy Holdings Limited”, and “協鑫新能源控股有限公司” be adopted as the secondary name of the Company, with effect from the date of entry of the new name and secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda and that such documents in connection with the change of name of the Company be filed and registered with the Registrar of Companies in Hong Kong under Part 16 of the Companies Ordinance and the Registrar of Companies in Bermuda pursuant to the Companies Act 1981 of Bermuda (as amended and supplemented from time to time); and
 - (b) any one of the Company Directors be and is hereby authorised to sign, execute and deliver all such documents and take all such actions and steps and do such acts, matters and things as he or she considers necessary, appropriate, desirable or expedient to give full effect to this resolution, and for the purpose of or in connection with the implementation of the change of name of the Company.”

By Order of the Board
SAME TIME HOLDINGS LIMITED
Yip Sum Yin
Chairman

Hong Kong, 31 March 2014

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal place of business in Hong Kong:

17th Floor, Phase I
Kingsford Industrial Building
26–32 Kwai Hei Street
Kwai Chung
New Territories
Hong Kong

Notes:

- (a) Any member entitled to attend and vote at the Company SGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A member who is the holder of two or more Company Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- (b) In order to be valid, proxy forms in prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority should be deposited to the Company's branch share registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable, but in any event not less than 48 hours before the time fixed for holding the Company SGM or any adjournment thereof.
- (c) Completion and delivery of the form proxy will not preclude members from attending and voting in person at the Company SGM or any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (d) In the case of joint holders of Company Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Company Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Company SGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Company Shares shall alone be entitled to vote in respect thereof.
- (e) The above resolutions will be put to vote at the above meeting by way of poll.

As at the date of this announcement, the Company Board is comprised of five executive Company Directors, namely Mr. Yip Sum Yin, Madam Yu Hung Min, Mr. Chung Chi Shing, Mr. Mao Lu and Mr. Yip Wing Fung and three independent non-executive Company Directors, namely Mr. Lai Wing Leung, Peter, Mr. Lam Kwok Cheong and Madam Lee Mei Ling.