



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)

Form of proxy for special general meeting (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 each
in the capital of GCL New Energy Holdings Limited 協鑫新能源控股有限公司 (the “Company”) HEREBY APPOINT³ the Chairman of the
meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting of the Company to be held at Function
Rooms 4, 6 & 7, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on 27 June 2014 at 10:00 a.m. or at any
adjournment thereof in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such
indication is given, as my/our proxy thinks fit. Terms used in this form of proxy shall have the same meanings as defined in the circular of the
Company dated 6 June 2014 unless the context requires otherwise.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	“THAT conditional upon The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below) in issue and to be issued, with effect from 9:00 a.m. on the next business day following the day on which this resolution is passed by the shareholders of the Company, every one (1) issued and unissued ordinary share of HK\$0.10 each in the share capital of the Company be subdivided into six (6) Subdivided Shares of HK\$0.01666 each (each a “Subdivided Share”), and such Subdivided Share(s) shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company, and any one of the directors of the Company be and is hereby authorized to do all such acts, deeds and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effect, implement and complete any and all of the matters set out in this ordinary resolution no. 1.”		
2.	“THAT the shareholders of the Company ratify and confirm all and any actions taken by the directors and officers of the Company relative to the business of the Company from 9 May 2014 up to the date of this special general meeting.”		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
3.	“THAT the new bye-laws of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, a copy of which is set out in the appendix to the circular of the Company dated 6 June 2014 be and are hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of all the existing bye-laws of the Company with immediate effect.”		
ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
4.	“THAT subject to and conditional on the passing of the above special resolution, any one of the directors of the Company be and is hereby authorized to sign, execute, 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 the above special resolution, and for the purpose of or in connection with the adoption of the new bye-laws of the Company.”		

Dated this _____ day of _____ 2014

Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION TICK IN THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.