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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of GCL New Energy Holdings Limited 協鑫新能源控股有限公司 (the “**Company**”) will be held at Function Rooms 4, 6 & 7, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 27 June 2014 at 10:00 a.m., to consider and, if thought fit, pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

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 *pari passu* 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

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

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.”

Yours faithfully
By Order of the Board
GCL New Energy Holdings Limited
協鑫新能源控股有限公司
Tang Cheng
Chairman

Hong Kong, 6 June 2014

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head office and principal place of
business in Hong Kong:*

Unit 1707A, Level 17
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Notes:

1. Any member entitled to attend and vote at the special general meeting of the Company 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 shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. 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 Hong Kong 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 special general meeting of the Company or any adjournment thereof (as the case may be).
3. Completion and delivery of the proxy form will not preclude members from attending and voting in person at the special general meeting of the Company 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.
4. In the case of joint holders of shares of the Company, 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, but if more than one of such joint holders are present at the special general meeting of the Company, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.

5. The above resolutions will be put to vote at the above meeting by way of poll.

As at the date of this announcement, the executive Directors are Mr. Zhu Gongshan, Mr. Tang Cheng, Mr. Gu Xin, Ms. Hu Xiaoyan and Mr. Yip Sum Yin; the non-executive Directors are Ms. Sun Wei and Mr. Yu Baodong; and the independent non-executive Directors are Mr. Wang Bohua, Mr. Xu Songda, Mr. Han Qing-hua and Mr. Lee Conway Kong Wai.