



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 the annual general meeting

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.01666
each in the capital of GCL New Energy Holdings Limited 協鑫新能源控股有限公司 (the “Company”) HEREBY APPOINT ³ 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 annual general meeting of the Company to be held
at Bauhinia Room III-V, 4/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Hong Kong on
18 August 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.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited financial statements and the reports of the board of directors and independent auditor for the year ended 31 March 2014.		
2.	(i) To re-elect Mr. Yip Sum Yin as an executive director.		
	(ii) To re-elect Mr. Wang Bohua as an independent non-executive director.		
	(iii) To re-elect Mr. Xu Songda as an independent non-executive director.		
	(iv) To re-elect Mr. Lee Conway Kong Wai as an independent non-executive director.		
	(v) To authorise the board of directors to fix the remuneration of the directors.		
3.	To re-appoint PricewaterhouseCoopers as Auditor of the Company and to authorise the board of directors to fix their remuneration.		
4.	(A) To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company.		
	(B) To grant a general mandate to the directors to repurchase shares of the Company.		
	(C) To extend the general mandate to the directors to allot, issue and deal with additional shares by the addition of number of shares repurchased by the Company.		
5.	To approve the increase in authorised share capital 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 and transfer office 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.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or upon the poll concerned and, in such event, the proxy form shall be deemed to be revoked.