

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 30/11/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	GCL New Energy Holdings Limited		
Date Submitted	4 December 2014		

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>451</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	9,000,000,000	HKD0.01666	HKD150,000,000
Increase/(decrease) (see remark 1)	27,000,000,000	HKD 1/240 (equivalent to HKD 0.00416)	
Balance at close of the month (see remark 1)	36,000,000,000	HKD 1/240 (equivalent to HKD 0.00416)	HKD150,000,000
(2) Stock code : <u>N/A</u> Descrip	otion :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month		·	
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :	<u>N/A</u>	Description :		
		No. of prefer shares	rence (State currency)	Authorised share capital (State currency)
Balance at close	of preceding	g month		
Increase/(decreas	e)			
Balance at close	of the mont	h		

3. Other Classes of Shares

Stock code : <u>N/A</u> Descri	ption :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (*State* **HKD150,000,000 :**

II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	3,467,948,262					
Increase/ (decrease) during the month	10,403,844,786					
Balance at close of the month	13,871,793,048					

III. Details of Movements in Issued Share Capital

Share Options (under Sl	hare Option Sc	hemes of the Iss	suer)			
Particulars of share option scheme including EGM approval date		Movement duri	ing the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
(dd/mm/yyyy) and						
class of shares			~	. .		
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme approved by						
shareholders on						
(23 / 02 /2005)						
Ordinary shares	-	-	-		-	-
(Note 1)						
2. Share Option						
Scheme approved by						
shareholders on						
(15/10/2014)						
Exercise price per option :						
HK\$1.1875						
Ordinary shares		-			-	107,368,000
(Note 1) (see remarks 1-3)						
<u>3. N/A</u>						
(/ /)						
shares						
(Note 1)						
		Te	otal A. (Ordir	ary shares)	-	
				ence shares)	-	
			,	Other class)	-	
Total funds raised durin	g the month fro	om exercise of		·		
options (State currency)	1		_			

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal val close of preceding m	du du	xercised uring the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>							
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date							
(if applicable) (dd/mm/yyyy)	(/ /)					
2. N/A	, , , , , , , , , , , , , , , , , , ,						
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)							
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>							
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)							
Subscription price EGM approval date (if applicable)							
	(/ /)					
Class of shares							
issuable (<i>Note 1</i>) Subscription price							
EGM approval date (if applicable)	(/ /						
			Total B.	(Prefere	nary shares) ence shares)	-	-
				(Other class)	-	-

C	unutibles (i.e. Commutility)	nto Channe Call. T			For Main Board	and GEM liste	d issuers
Clas	vertibles (i.e. Convertible i		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	N/A						
		<u> </u>					
	Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date		·				
	(if applicable)						
2	(dd/mm/yyyy)) N/A	(/ /)					
<u>∠.</u>	11/21						
		_					
	Qto-1 1 - (101) *	<u> </u>					<u>.</u>
	Stock code (if listed)						
	issuable (Note 1)	<u>.</u>					
	Subscription price						
	EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.							
	Stock code (if listed)		·				
	Class of shares						
	issuable (<i>Note 1</i>) Subscription price						
	EGM approval date						
	(if applicable) (dd/mm/yyyy)	(/ /)					
4.	(dd/mm/yyyy) N/A	(/ /)					
		_					
_							
	Stock code (if listed)					,	
	Class of shares issuable (<i>Note 1</i>)						
	Subscription price						
	EGM approval date (if applicable)						
	(dd/mm/yyyy)	(/ /)	,	Total C (Ordin	nary shares)	_	
				(Prefere	ence shares)	-	_
				((Other class)	-	-

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	as at close of the month
1. <u>N/A</u>		
(/ /)	-	
shares (Note 1)		
2. N/A		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	-	
(Preference shares)	-	
(Other class)	-	

	Type of Issue	ssued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable	<u>N/A</u>			
1.	Rights issue	At price : State	(<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable	N/A			
			(Note 1)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
				N/A			
			Class of shares issuable (<i>Note 1</i>)	N/A		-	
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable	N/A_			
			(Note 1)	<u>1 \/ / / \</u> _			
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

	Type of Issue		<u>F</u>	⁷ or Main F	3oai	rd and GEM liste No. of new shares of issuer issued during the month pursuant thereto	d issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>			
5.	Scrip dividend At price	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares repurchased (<i>Note 1</i>)	<u>N/A</u>			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares redeemed (<i>Note 1</i>)	<u>N/A</u>			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)	<u>N/A</u>			
8.	Consideration issue At price	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

]	For Main Boar	d and GEM liste	d issuers
					No. of new	No. of new
					shares of issuer	shares of
					issued during	issuer
					the month	which may
					pursuant	be issued
					thereto	pursuant
						thereto as
						at close of
	Type of Issue					the month
			Class of shares issuable (<i>Note 1</i>)	<u>N/A</u>		
			(10001)			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
10.	Other					
	(Please specify)		Class of shares issuable (<i>Note 1</i>)	<u>Ordinary</u>		
	(Share subdivision					
	has been effective on 19 November 2014)	At price : State <u>HKD</u>	Share subdivision effective date Issue and allotment	(19/11/2014)		
			date : (dd/mm/yyyy)			
	(see remark 1)					
			SGM approval date: (dd/mm/yyyy)	(18/11/2014)	10,403,844,786	0
			Total E. (Oud'a ana ah ana	-) 10 102 011 705	
				Ordinary share	s) <u>10,403,844,786</u>	-
			(PI	eference share (Other clas		-
				(Other class		-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	10,403,844,786
	(2)	-
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	-	-
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	-	-
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

- An ordinary resolution regarding the share subdivision was passed at the Special General Meeting of the Company held on 18 November 2014. With effect from 19 November 2014, each of the existing issued and unissued share of HK\$0.01666 each is divided into four (4) subdivided shares of one-two-hundred-fortieth (1/240) of a Hong Kong dollar (equivalent to HK\$0.00416) each ("Share Subdivision").
- The number of share options granted and the exercise price have been adjusted in accordance with the Share Option Scheme adopted by the shareholders on 15 October 2014 as a result of the Share Subdivision.
 Details of which are disclosed in the announcement of the Company dated 19 November 2014.

3. 20% of the share options granted will be vested for the period 24.11.2014 - 22.10.2015. Details of which are disclosed in the announcement of the Company dated 23 October 2014.

Submitted by: <u>Ip Mei Ho</u>

Title: <u>Secretary</u> (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.