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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in GCL New Energy Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSAL FOR  
RE-ELECTION OF DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular shall be read in conjunction with the circular issued by the Company to the Shareholders dated 22 April 2015.

The supplemental notice convening the annual general meeting of GCL New Energy Holdings Limited to be held at Emerald Room, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon on Thursday, 28 May 2015 at 11:00 a.m. is set out on pages 6 to 8 of this supplemental circular.

Irrespective of whether you are able to attend the Annual General Meeting, please complete the accompanying supplemental proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, 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 the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

24 April 2015

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## CONTENTS

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	<i>Page</i>
<b>Letter from the Board</b>	
Introduction .....	1
Re-election of Directors .....	2
Annual General Meeting .....	4
Responsibility Statement .....	5
Recommendation .....	5
<b>Supplemental Notice of Annual General Meeting .....</b>	<b>6</b>



**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)**

*Executive Directors:*

Mr. Zhu Gongshan  
Mr. Tang Cheng  
Mr. Zhang Guoxin  
Ms. Hu Xiaoyan  
Mr. Sun Xingping  
Mr. Yip Sum Yin

*Non-executive Directors:*

Mr. Zhu Yufeng  
Ms. Sun Wei  
Mr. Sha Hongqiu

*Independent non-executive Directors:*

Mr. Wang Bohua  
Mr. Xu Songda  
Mr. Lee Conway Kong Wai  
Mr. Wang Yanguo  
Dr. Chen Ying

*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

24 April 2015

*Dear Shareholders,*

**PROPOSAL FOR  
RE-ELECTION OF DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the circular (the "Circular"), notice (the "Notice of AGM") and proxy form (the "Proxy Form") of the AGM issued by the Company to the Shareholders dated 22 April 2015 which contains, among other things, the details of (i) the re-election of Directors; and (ii) the grant of the Issue Mandate (including the extension of the Issue Mandate) and the Repurchase Mandate.

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## LETTER FROM THE BOARD

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The purpose of this supplemental circular is to provide you with information regarding the re-election of Mr. Sun Xingping and Dr. Chen Ying as Directors at the AGM and to provide Shareholders with this supplemental proxy form. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

Save as stated above, no changes have been made to matters as set out in the Circular.

### RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company on the proposed appointment of Mr. Sun Xingping as an executive Director and Dr. Chen Ying as an independent non-executive Director with effect from 22 April 2015. Pursuant to bye-law 83(2) of the Bye-laws, Mr. Sun Xingping and Dr. Chen Ying shall hold office until the first general meeting of the Company after their appointment and be subject to re-election and ordinary resolutions as set out in resolutions nos. 5(i) and 5(ii) will be put forward to the Shareholders at the AGM.

#### Mr. Sun Xingping (“Mr. Sun”)

Mr. Sun, aged 51, is the executive Director appointed on 22 April 2015. Mr. Sun is also a member of the risk management committee and strategic planning committee of the Company.

Mr. Sun completed a postgraduate course in mechanical engineering (electrical equipment engineering and management) at Wuhan University in 2001, a degree majoring in power system and automation from Shanghai University of Electric Power in 1997 and a degree majoring in thermal power engineering for power plants from Department of Power Engineering in Shanghai Vocational Institute for Electric Power in 1981.

Mr. Sun has many years of experience in the operation and management of power plant. Mr. Sun has been the president of Golden Concord Power Group Limited since 2013, the vice president of Golden Concord Holdings Limited since 2011, and the director of Taicang Port Golden Concord Power Generation Co. Ltd. (previously named as “Taicang Port Environmental Protection Generate Electricity Co. Ltd.”) (“Taicang Port Golden Concord Power Generation”) since 2009. Mr. Sun was the general manager from 2007 to April 2015; the deputy general manager and chief engineer from 2005 to 2007; the power plant manager (plant B) and assistant to commander of the engineering department and deputy chief engineer, and then deputy general manger from 2004 to 2005 for Taicang Port Golden Concorcd Power Generation. From 2001 to 2004, Mr. Sun was the deputy general manager and chief engineer of Jiangsu Xutang Power Generation Limited. From 1990 to 2001, Mr. Sun had been the deputy chief officer of turbine operation, chief officer of turbine operation, deputy chief engineer and division manager of production and planning department, and the chief engineer of Xuzhou Power Plant.

The Company entered into a service contract with Mr. Sun for a term of three years commencing from 22 April 2015, subject to retirement by rotation and re-election in accordance with the Bye-laws. According to the service contract, the annual emolument of

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## LETTER FROM THE BOARD

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Mr. Sun is HK\$3,000,000 which was determined by the Board based on the recommendation by the remuneration committee (the “Remuneration Committee”) of the Company, with reference to the prevailing market conditions, the remuneration policy of the Company his qualifications, experience, and duties and responsibilities with the Company.

Save as disclosed herein, Mr. Sun does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. Mr. Sun has also not held any directorship in other listed companies in Hong Kong or overseas in the past three years.

As at the date of this supplemental circular, Mr. Sun does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matters concerning Mr. Sun that need to be brought to the attention of the Shareholders nor there is other information relating to Mr. Sun that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **Dr. Chen Ying (“Dr. Chen”)**

Dr. Chen, aged 37, is the independent non-executive Director appointed on 22 April 2015.

Dr. Chen received a doctorate degree in management specialising in Management Science and Engineering from Nanjing University in 2006, and a master’s degree in Finance in 2003 and a bachelor’s degree in Economics in 2000 from Southeast University.

Dr. Chen is an associate professor of the School of Management, deputy director of the Venture Investment Research and Development Centre at the Nanjing University. Dr. Chen has been the deputy secretary general of the Capital Market Research Institute of Jiangsu Province since July 2012 and a coordinator of Nanjing University — Jiangsu Hi-tech Group Post-doctorate Work Station since 2013.

Dr. Chen has a long history of involvement in the research of finance, credit and related areas, having undertaken more than 20 consultation projects, including key projects of the National Natural Science Foundation and the China Securities Regulatory Commission (“CSRC”), the Mechanism for Chinese — American Dialogue in Technological Innovation under the Ministry of Science and Technology, key soft science projects of Jiangsu Province, joint research project of Shanghai Stock Exchange, Nanjing Municipal Finance Office, Nanjing City Commercial Bank, Jiangsu Branch of the Industrial and Commercial Bank of China and Nanjing Zijin Investment Credit and Guaranty and others. Dr. Chen has also been invited to serve as senior lecturer in the internal training programmes of numerous enterprises and entities, such as Jiangsu Provincial Development and Reform Commission, People’s Bank of China (Nanjing Branch), China Development Bank (Jiangsu Branch), Industrial and Commercial Bank of

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## LETTER FROM THE BOARD

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China (Jiangsu Branch), Bank of China (Jiangsu Branch), CITIC Bank (Nanjing Branch), Nanjing City Commercial Bank, Postal Savings Bank of China (Jiangsu Branch) and Nanjing Iron & Steel Co., Ltd.

The Company entered into a service contract with Dr. Chen for a term of three years commencing from 22 April 2015, subject to retirement by rotation and re-election in accordance with the Bye-laws. According to the service contract, the annual emolument of Dr. Chen is HK\$250,000 which was determined by the Board based on the recommendation by the Remuneration Committee, with reference to his duties and responsibilities with the Company and the market rate for the position.

Save as disclosed herein, Dr. Chen does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. Dr. Chen has also not held any directorship in other listed companies in Hong Kong or overseas in the past three years.

As at the date of this supplemental circular, Dr. Chen does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matters concerning Dr. Chen that need to be brought to the attention of the Shareholders nor there is other information relating to Dr. Chen that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### ANNUAL GENERAL MEETING

A supplemental notice convening the AGM to be held at Emerald Room, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon on Thursday, 28 May 2015 at 11:00 a.m. was set out in this supplemental circular. Given that the Proxy Form does not contain the proposed resolutions for the re-election of Mr. Sun and Dr. Chen as Directors. This supplemental proxy form has been prepared and is enclosed with this supplemental circular. This supplemental proxy form is also published on the website of the Stock Exchange at ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.gclnewenergy.com](http://www.gclnewenergy.com)).

This supplemental proxy form will not affect the validity of any Proxy Form despatched together with the Notice of AGM dated 22 April 2015 duly completed by you. Proxy Form will remain valid and effective to the fullest extent applicable if properly completed and lodged with the Company's branch share registrar and transfer office in Hong Kong.

A supplemental proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete the accompanying supplemental proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, 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 the holding of the AGM or any

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## LETTER FROM THE BOARD

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adjournment thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish.

### RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

### RECOMMENDATION

The Board considers the proposed additional resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the additional resolutions to be proposed at the AGM.

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*



**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)**

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice of AGM**”) of the annual general meeting (“**AGM**”) of GCL New Energy Holdings Limited (the “**Company**”) dated 22 April 2015, which set out details of the resolutions to be proposed at the AGM for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled at Emerald Room, Level 8, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon on Thursday, 28 May 2015 at 11:00 a.m. to consider and, if thought fit, pass the following newly added resolutions numbered 5(i) and 5(ii) as ordinary resolutions:

- “5. (i) To re-elect Mr. Sun Xingping as a director (the “**Director**”) of the Company.  
(ii) To re-elect Dr. Chen Ying as a Director.”

By order of the Board  
**GCL New Energy Holdings Limited**  
協鑫新能源控股有限公司  
**Cheng Man Wah**  
*Company Secretary*

Hong Kong, 24 April 2015



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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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### Notes:

1. Details of the resolutions are set out in the supplemental circular (the “Supplemental Circular”) of the Company dated 24 April 2015. Please refer to the Circular and the Notice of AGM for details in respect of other resolutions to be passed at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters. A supplemental proxy form (the “Supplemental Proxy Form”) containing the resolutions numbered 5(i) and 5(ii) are enclosed with the Supplemental Circular. The proxy form (the “Proxy Form”) issued by the Company along with the Circular will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company.
2. Any member entitled to attend and vote at the AGM 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.
3. 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 and transfer office, 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 AGM or any adjournment thereof (as the case may be).
4. Completion and delivery of the proxy form and supplemental proxy form will not preclude members from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the proxy form and supplemental proxy form shall be deemed to be revoked.
5. 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 annual 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.
6. The register of members of the Company will be closed from Wednesday, 27 May 2015 to Thursday, 28 May 2015, both days inclusive, during which period no transfer of shares will be effected and for the purpose of determining the identity of members who are entitled to attend and vote at the AGM to be held on Thursday, 28 May 2015 at 11:00 a.m.. In order to be eligible to attend and vote at the AGM, all completed share transfer forms must be lodged with 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, no later than 4:30 p.m. on Tuesday, 26 May 2015.
7. Pursuant to Rule 13.39(4) of the Listing Rules, resolutions will be put to vote at the AGM by way of poll.

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed. Shareholders may visit the website of the Company at [www.gclnewenergy.com](http://www.gclnewenergy.com) for details of the postponement and alternative meeting arrangement.