

### Monthly Return of Equity Issuer on Movements in Securities

## For the month ended (dd/mm/yyyy): <u>31/07/2015</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	GCL New Energy Holdings Limited
Date Submitted	06/08/2015

I. Movements in Authorised Share Capital

1.	Ordinary	Shares
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(1) Stock code : 451 Descrip	otion : Ordinary		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
		HKD 1/240 (equivalent to HKD	
Balance at close of preceding month	36,000,000,000	0.00416)	HKD150,000,000
Increase/(decrease)			
		HKD 1/240 (equivalent to HKD	
Balance at close of the month	36,000,000,000	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 :	N/A	Descriptior	ı:		
		No	o. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of precedin	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 ordinary shares		No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	13,871,793,048					
Increase/ (decrease) during the month	Nil					
Balance at close of the month	13,871,793,048					

III. Details of Movements in Issued Share Capital

option scheme issuer which may b	Share Options (unde	er Share Option	Schemes of the	Issuer)			
including EGM approval date (addrma/yyy) and deverant during the month)       the month pursuant issued pursuant there as at close of the month class of shares issuable         i.Share Option       Granted       Exercised       Cancelled       Lapsed         i.Share Option       Scheme approved by shareholders on (Note 1)       -       -       37,600,000       -       85,664,000         2. Share Option       Scheme approved by shareholders on (Note 1)       -       -       37,600,000       -       85,664,000         2. Share Option       Scheme approved by shareholders on (Note 1)       -	Particulars of share					No. of new shares of	No. of new shares of
approval date (dd/mn/yyyy) and class of shares issuable       Movement during the month       thereto       as at close of the month class of shares         1.share Option Scheme approved by shareholders on (15 / 10 / 2014)       Exercised       Cancelled       Lapsed         2. Share Option Scheme approved by shareholders on (Note 1)       -       -       37,600,000       -       85,664,000         2. Share Option Scheme approved by shareholders on (15 / 10 / 2014)       -       -       -       -       -         2. Share Option Scheme approved by shareholders on (15 / 10 / 2014)       473,460,000       -       -       -       -         3. N/A       -       -       -       -       -       -       -         (Note 1)       -       -       -       -       -       -       -         3. N/A       -       -       -       -       -       -       -       -         (Note 1)       -							issuer which may be
(dd/mm/yyyy) and							issued pursuant thereto
(dd/mm/yyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1.Share Option Scheme approved by shareholders on (Note 1) 2. Share Option Scheme approved by shareholders on (15 / 10 / 2014) Exercise price per aption HKS0.610 Ordinary shares (Note 1) 3. N/A (Note 1) Total A. (Ordinary shares) (Other class) - (Other class) -			Movement dur	ing the month		thereto	as at close of the month
issuable       Granted       Exercised       Cancelled       Lapsed         1.share Option Scheme approved by shareholders on (15 / 10 / 2014) Exercise price per option HKS11875       -       -       37,600,000       -       85,664,000         Ordinary shares       -       -       37,600,000       -       85,664,000         (Note 1)       -       -       37,600,000       -       85,664,000         2. Share Option Scheme approved by shareholders on (15 / 10 / 2014) Exercise price per option HKS0.610       473,460,000       -       -       -         0.dimary shares       473,460,000       -       -       -       -       -         (Note 1)       -       -       -       -       -       -       -         (Note 1)       -       -       -       -       -       -       -       -         (Note 1)       -<				0			
1.Share Option							
Scheme approved by         shareholders on         (15 / 10 / 2014)         Exercise price per         option HKS1.1875         Ordinary shares         (Note 1)         2. Share Option         Scheme approved by         shareholders on         (15 / 10 / 2014)         Exercise price per         option HKS0.610         Ordinary shares         (15 / 10 / 2014)         Exercise price per         option HKS0.610         Ordinary shares         (Note 1)         3. N/A		Granted	Exercised	Cancelled	Lapsed		
$\frac{\frac{15 / 10 / 2014}{10 / 2014}}{\frac{15 / 10 / 2014}{10 / 2014}} = 37,600,000 - 85,664,000}{\frac{2. \text{ Share Option}}{\frac{3. \text{ Scheme approved by}}{\frac{115 / 10 / 2014}{10 / 2014}}} = 37,600,000 85,664,000}{\frac{2. \text{ Share Option}}{\frac{115 / 10 / 2014}{10 / 2014}}} = $							
(15 / 10 / 2014)           Exercise price per option HK\$1.1875           Ordinary shares (Note 1)           2. Share Option Scheme approved by shareholders on (15 / 10 / 2014)           Exercise price per option HK\$0.000           Ordinary shares (Note 1)           3. N/A	Scheme approved by						
Exercise price per option HK\$1.1875       -       -       37,600,000       -       85,664,000         (Note 1)       -       -       37,600,000       -       85,664,000         2. Share Option Scheme approved by shareholders on (15 / 10 /2014)       -       -       37,600,000       -       85,664,000         Ordinary shares (Note 1)       473,460,000       -       -       -       -       -         3. N/A       -       -       -       -       -       -       -         (Note 1)       shares (Note 1)       Total A. (Ordinary shares) (Preference shares)       -       -       -         (Other class)       -       -       -       -       -       -	shareholders on						
inprior HK\$1.1875       -       -       37,600,000       -       85,664,000         Continary shares       -       -       37,600,000       -       85,664,000         Scheme approved by shareholders on (15 / 10 / 2014)       -       -       37,600,000       -       -       -       85,664,000         Contract of the approved by shareholders on (15 / 10 / 2014)       -	( 15 / 10 /2014)						
Ordinary shares       -       -       37,600,000       -       85,664,000         2. Share Option       Scheme approved by       -       -       37,600,000       -       85,664,000         Scheme approved by       shareholders on       -       -       37,600,000       -       85,664,000         Constrained approved by       shareholders on       -       -       -       -       -         Constrained approved by       shareholders on       - </td <td>Exercise price per</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Exercise price per						
(Note 1)         2. Share Option         Scheme approved by         shareholders on         (15 / 10 /2014)         Exercise price per         option HK\$0.610         Ordinary shares         (Note 1)         3. N/A	option HK\$1.1875						
(Note 1)         2. Share Option         Scheme approved by         shareholders on         (15 / 10 /2014)         Exercise price per         option HK\$0.610         Ordinary shares         (Note 1)         3. N/A	Ordinary shares	-	-	-	37,600,000	-	85,664,000
2. Share Option         Scheme approved by         shareholders on         (15 / 10 /2014)         Exercise price per         option HK\$0.610         Ordinary shares         (Note 1)         3. N/A	(Note 1)						
Scheme approved by shareholders on       -							
Scheme approved by shareholders on       -	2. Share Option						
shareholders on							
<ul> <li>I 15 / 10 / 2014)</li> <li>Exercise price per option HK\$0.610</li> <li>Ordinary shares</li> <li>473,460,000</li> <li>-</li> <li>-<!--</td--><td></td><td></td><td></td><td></td><td></td><td></td><td></td></li></ul>							
Exercise price per option HK\$0.610         473,460,000         - <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>							
option HK\$0.610         473,460,000         - <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>							
Ordinary shares         473,460,000         - <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>							
(Note 1)         3. N/A							
3. N/A		473,460,000			-	-	-
(///)       (Note 1)         Total A. (Ordinary shares)       -         (Preference shares)       -         (Other class)       -	(Note 1)						
(///)       (Note 1)         Total A. (Ordinary shares)       -         (Preference shares)       -         (Other class)       -							
(Note 1)       Total A. (Ordinary shares)       -         (Preference shares)       -         (Other class)       -	<u>3. N/A</u>						
(Note 1)       Total A. (Ordinary shares)       -         (Preference shares)       -         (Other class)       -							
(Note 1)       Total A. (Ordinary shares)       -         (Preference shares)       -         (Other class)       -							
(Note 1)       Total A. (Ordinary shares)       -         (Preference shares)       -         (Other class)       -	( / / )						
(Note 1)       Total A. (Ordinary shares)       -         (Preference shares)       -         (Other class)       -	shares						
Total A. (Ordinary shares)       -         (Preference shares)       -         (Other class)       -							
(Preference shares) - (Other class) -	, ,		Te	otal A. (Ordi	nary shares)	-	
(Other class) -					•	-	
					,		
Total funds raised during the month from exercise of				(	Other class)	-	
Total funds raised during the month from exercise of							
	Total funds raised du	uring the month	from exercise of	of			
options (State currency) -					-		

Description of warrants (Date of expiry - dd/mm/yyyy)	nominal	Nominal valu close of preceding mo	du	cercised ring 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)	( / /	)					
<u>2. N/A</u>							
( / / ) 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> )							
EGM approval date (if applicable)							
(dd/mm/yyyy)	( / /	)					
		]	Fotal B.	(Prefere	nary shares) ence shares)	-	
				(	Other class)		

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into	Shares of the I	ssuer which are to	be Listed)			
Class and description	amount outstanding	Amount at close of preceding month	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. HK\$775,100,000 6%	HKD	775,100,000	Nil	775,100,000	N/A	645,916,666
convertible bonds due 2018						
Stock code (if listed)	N/A					
Class of shares						
issuable ( <i>Note 1</i> )	Ordinary HK\$1.20					
Subscription price AGM approval date	ΠΚֆ1.20					
(if applicable)						
(dd/mm/yyyy))	(18/08/2014)					
2. HK\$200,000,000 6%	HKD	200,000,000	Nil	200,000,000	N/A	166,666,666
convertible bonds due 2018						
Stock code (if listed) Class of shares	N/A					
issuable (Note 1)	Ordinary					
Subscription price	HK\$1.20					
AGM approval date						
(if applicable) (dd/mm/yyyy)	(28/05/2015)					
3. N/A	(28/03/2013)					
<u>5. IVA</u>						
Stock code (if listed)						
Class of shares						
issuable ( <i>Note 1</i> )						
Subscription price						
(if applicable)						
	( / / )					
4. N/A						
				- <u> </u>		
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )		Total C (Ordi	nary shares)	_	
			(Prefere	ence shares)	-	-
			<b>`</b> (	Other class)	-	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy),	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
if applicable, and class of shares issuable:		as at crose of the month
1. N/A		
shares (Note 1)		
2. <u>N/A</u>		
shares (Note 1)	-	
Shares (Note 1)		
3. N/A		
shares (Note 1)		
Total D. (Ordinary shares)	-	
(Preference shares)	-	
(Other class)	-	
	1	

	Type of Issue	Issued Share Capital		shares of issuer issued during	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> ( <i>Note 1</i> )		
1.	Rights issue	At price : State	Issue and allotment ( / / date : (dd/mm/yyyy)	)	
			EGM approval date: ( / / (dd/mm/yyyy)	)	
			Class of shares issuable <u>N/A</u>		
2.	Open offer	At price : State	( <i>Note 1</i> ) Issue and allotment ( / / date : (dd/mm/yyyy)	)	
			EGM approval date: ( / / (dd/mm/yyyy)	)	
			Class of shares issuable <u>N/A</u> ( <i>Note 1</i> )		
3.	Placing	At price : State		)	
			EGM approval date: ( / / (dd/mm/yyyy)	)	
			Class of shares issuable <u>N/A</u> ( <i>Note 1</i> )		
4.	Bonus issue		Issue and allotment ( / / date : (dd/mm/yyyy)	)	
			EGM approval date: ( / / (dd/mm/yyyy)	)	

	Type of Issue		For Main E	30a	rd and GEM liste No. of new shares of issuer issued during the month pursuant thereto	No. of new
		Class of shares issuable (Note 1)	<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> )	N/A			
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares issuable (Note 1)	N/A			
8.	Consideration issue At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		

				For Main Board and GEM listed issuers		
	Type of Issue				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
0			Class of shares issuab (Note 1)	le <u>N/A</u>		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)			
			EGM approval date: (dd/mm/yyyy)	( / / )		
10.	Other (Please specify) At price : State currency		Class of shares issuab (Note 1)	le <u>N/A</u>		
		data (dd/mm/mm/	( / / )			
			EGM approval date: (dd/mm/yyyy)	( / / )		
			Total E.	(Ordinary shar	es) -	
				Preference shar (Other cla	es) -	- - -
L						

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	-			
	(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):

Submitted by: <u>CHENG Man Wah</u> Title: <u>Company 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.*