

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

## For the month ended (dd/mm/yyyy): 31/01/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	GCL New Energy Holdings Limited
Date Submitted	01/02/2016

I. Movements in Authorised Share Capital

1.	Ordinary	Shares
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(1) Stock code : 451 Descrip	ption : Ordinary	y Shares	
	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> Descrij	ption :		
	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

Share Options (under	r Share Option	Schemes of th	e Issuer)			
Particulars of share						No. of new shares of
option scheme					issuer issued during	
including EGM						issued pursuant thereto
approval date		Movement d	luring the month		thereto	as at close of the month
(dd/mm/yyyy) and			-		-	
class of shares		<b>.</b>	a 11 1	<b>.</b> .		
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option						
Scheme approved by						
shareholders on						
( 15 / 10 /2014)						
Exercise price per						
option HK\$1.1875						
Ordinary shares	-	-	-	8,600,000	-	154,448,000
(Note 1)						
. ,						
2. Share Option						
Scheme approved by						
shareholders on						
(15 / 10 /2014)						
Exercise price per						
option HK\$0.610						
Ordinary shares		-		3,050,000	-	-
(Note 1)						
2 31/4						
3. N/A						
( / / )						
shares		_				
(Note 1)						
			Total A. (Ord	linary shares)	-	
			(Prefe	erence shares)	-	
				(Other alogs)		
				(Other class)	-	
Total funds raised du		from exercise	of			
options (State curren	cy)			-		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	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)	( / /	)					
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> )							
EGM approval date (if applicable)	( / /						
```` <u>``````</u>			Total 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	b 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	833,440,860
convertible bonds due 2018						
Stock code (if listed)	N/A					
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price	Ordinary HK\$1.20					
AGM approval date	ПК\$1.20					
(if applicable)						
(dd/mm/yyyy))	(18/08/2014)					
2. HK\$200,000,000 6%	HKD	200,000,000	Nil	200,000,000	N/A	215,053,763
convertible bonds due 2018						
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price	HK\$1.20					
AGM approval date (if applicable) (dd/mm/yyyy)	(28/05/2015)					
3. N/A						
Starland (:flisted)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
4. N/A	( , , )					
Stock code (if listed)						
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )		m , 1 0 / 0 "	•		
			Total C. (Ordi	nary shares)	-	-
			(Pieler)	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)

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

S. Scrip dividend       At price : State       Class of shares issuable $(N/A_{(Not 1)})$ S. Scrip dividend       At price : State       Issue and allotment $(///)$ $(///)$ G. Repurchase of shares       Class of shares $N/A_{(ddmm/yyyy)}$ $(///)$ $(///)$ 6. Repurchase of shares       Class of shares $N/A_{(ddmm/yyyy)}$ $(///)$ $(///)$ 7. Redemption of shares       Class of shares $N/A_{(ddmm/yyyy)}$ $(///)$ $(///)$ 7. Redemption of shares       Class of shares $N/A_{(ddmm/yyyy)}$ $(///)$ 8. Consideration issue At price : State       Class of shares issuable $N/A_{(Note 1)}$ $(///)$ 8. Consideration issue At price : State       Class of shares issuable $N/A_{(Note 1)}$ $(///)$ 8. Consideration issue At price : Mate is currency       Issue and allotment (///) $(///)$		Type of Issue	F	<sup>7</sup> or Main E	30a	rd and GEM liste No. of new shares of issuer issued during the month pursuant thereto	No. of new
S. Scrip dividend       At price : State currency       Issue and allotment date : $(d/mm/yyyy)$ EGM approval date: $(///)$ G. Repurchase of shares       Class of shares							
S. Scrip dividend       At price : currency       Inter : (dd/mm/yyyy)         date : (dd/mm/yyyy)       EGM approval date: ( / / )       ( / / )         6. Repurchase of shares       Class of shares				<u>N/A</u> _			
Class       of       shares       N/A	5.	Scrip dividend		( / /	)		
6. Repurchase of shares       Cancellation date : $(//)$ 6. Repurchase of shares       Class of shares         7. Redemption of shares       Redemption date : $(//)$ 7. Redemption date : $(///)$ Redemption date : $(///)$ 8. Consideration issue At price : State currency       Issue and allotment (//)         8. Consideration issue At price : State currency       Issue and allotment (//)         9. EGM approval date: $(///)$ EGM approval date: $(///)$				( / /	)		
6. Repurchase of shares       Cancellation date : $(//)$ 6. Repurchase of shares       Class of shares         7. Redemption of shares       Redemption date : $(//)$ 7. Redemption date : $(///)$ Redemption date : $(///)$ 8. Consideration issue At price : State currency       Issue and allotment (//)         8. Consideration issue At price : State currency       Issue and allotment (//)         9. EGM approval date: $(///)$ EGM approval date: $(///)$							
shares $(dd/mm/yyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (dd/mm/yyyy) (dd/mm/yyyy) 7. Redemption of shares $\underline{N/A}$ redeemed $(Note 1)$ Redemption date : $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$				<u>N/A</u>			
Class of shares       N/A         Redemption of shares       Redemption date : $(//)$ Redemption date : $(//)$ (dd/mm/yyyy)         EGM approval date: $(//)$ (dd/mm/yyyy)         EGM approval date: $(//)$ (//)         (dd/mm/yyyy)       EGM approval date: $(//)$ 8. Consideration issue At price : State currency       Issue and allotment date : $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$	6.	Repurchase of shares		( / /	)		
7. Redemption of shares       Redemption date : $( / / )$ Redemption date : $( / / )$ (dd/mm/yyyy)       EGM approval date: $( / / )$ (dd/mm/yyyy)       EGM approval date: $( / / )$ 8. Consideration issue At price :       State currency       Issue and allotment ( / / )         B. Consideration issue At price :       State currency       Issue and allotment ( / / )         EGM approval date: $( / / )$ EGM approval date:				( / /	)		
7. Redemption of shares       Redemption date : $( / / )$ Redemption date : $( / / )$ (dd/mm/yyyy)       EGM approval date: $( / / )$ (dd/mm/yyyy)       EGM approval date: $( / / )$ 8. Consideration issue At price :       State currency       Issue and allotment date : $( / / )$ B. Consideration issue At price :       State currency       Issue and allotment date : $( / / )$ EGM approval date: $( / / )$ EGM approval date : $( / / )$							
shares       Incomption due 1         (dd/mm/yyyy)       EGM approval date:       ( / / )         (dd/mm/yyyy)       (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       ( / / )         8. Consideration issue At price:       State currency         Issue and allotment date:       ( / / )         date:       ( / / )         EGM approval date:       ( / / )				<u>N/A</u>			
Boint upport a calc.         (dd/mm/yyyy)         Class of shares issuable         N/A         (Note 1)         Issue and allotment         (Improvide calc)         Issue and allotment         (Improvide calc)         Improvide ca	7.			( / /	)		
8. Consideration issue At price : State currency — Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / )			EGM approval date: (dd/mm/yyyy)	( / /	)		
8. Consideration issue At price : State currency — Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / )							
8. Consideration issue At price : currency date : (dd/mm/yyyy) EGM approval date: ( / / )				<u>N/A</u>			
	8.	Consideration issue		( / /	)		
				( / /	)		

			I	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
9.	Capital		Class of shares issuable ( <i>Note 1</i> ) Issue and allotment	<u>N/A</u>		
	reorganisation	date : (dd/mm/yyyy)				
			EGM approval date: (dd/mm/yyyy)	( / / )		
10.	Other (Please specify) At price : State currency —		Class of shares issuable ( <i>Note 1</i> )	<u>N/A</u>		
			( / / )			
		date : (dd/mm/yyyy)	( / / )			
			EGM approval date: (dd/mm/yyyy)			
			Total E. (0	Ordinary shar	res) -	
		(Preference shares) -				
				(Other cla	iss) -	-

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.