

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 29/02/2016

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | GCL New Energy Holdings Limited 協鑫新能源控股有限公司 |
|----------------|---------------------------------------------|
| Date Submitted | 04/03/2016 |

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) |
| | | 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 ordi | nary 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 | 5,201,922,393 | | | |
| Balance at close of the month | 19,073,715,441 | | | |

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 | uring the month | | 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 | | | | | | |
| (15 / 10 /2014) | | | | | | |
| Exercise price per | | | | | | |
| option HK\$1.1875 | | | | | | |
| Ordinary shares | _ | _ | _ | _ | - | 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 | | - | | 4,200,000 | - | - |
| (Note 1) | | | | | | |
| 2 11/4 | | | | | | |
| <u>3. N/A</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | | Total A. (Ord | linary shares) | - | |
| | | | (Prefe | erence shares) | - | |
| | | | | (Other class) | | |
| | | | | (Other class) | - | |
| | | | | | | |
| Total funds raised du | | from exercise | e of | | | |
| options (State curren | cy) | | | - | | |
| | | | | | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | nominal | Nominal value close of preceding mont | duri | ercised ing the onth | 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) | | | | | | | |
| (dd/mm/yyyy) <u>4. N/A</u> | (/ / |) | | | | | |
| | | | | | | | · |
| Class of shares issuable (<i>Note 1</i>) | | | | | | | |
| EGM approval date (if applicable) | (/ / | | _ | | | | |
| | | | otal 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 | Currency of amount outstanding | 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. HK\$775,100,000 6% | HKD | 775,100,000 | Nil | 775,100,000 | N/A | 1,027,984,084 |
| 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)) | (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 | | 200,000,000 | | 200,000,000 | | 210,000,000 |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | N/A | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) | Ordinary | | | | | |
| Subscription price AGM approval date | HK\$1.20 | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (28/05/2015) | | | | | |
| 3. N/A | · · · | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) 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) | (/ /) | | T | | | |
| | | | Iotal C. (Ordin | nary shares) ence shares) | | |
| | | | | 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), if applicable, and class of shares issuable: | 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 | | |
| 1. 11/11 | - | |
| | | |
| | | |
| shares (Note 1) | - | |
| | | |
| 2. <u>N/A</u> | - | |
| | | |
| | | |
| 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 |
|----|---------------|----------------------------------|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| 1. | Rights issue | At price : State <u>HK\$0.45</u> | Class of shares issuable Ordinary (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) | 6) | |
| | | | EGM approval date: (/ / (dd/mm/yyyy) |) <u>5,201,922,393</u> | Nil |
| | | | Class of shares issuable <u>N/A</u> (Note 1) | | |
| 2. | Open offer | At price : State | 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 | 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>) | _ | |
| 4. | Bonus issue | | Issue and allotment (/ / date : (dd/mm/yyyy) |) | |
| | | | EGM approval date: (/ / (dd/mm/yyyy) |) | |
| | | | | | |

| | Type of Issue | Fo | <u>r Main Bo</u> | ard | and GEM listed is No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of |
|----|---------------------------------------------|-----------------------------------------------|------------------|-----|-------------------------------------------------------------------------------------------------------|----------------------|
| | •• | | | | | |
| | | 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>) | <u>N/A</u> | | | |
| 7. | Redemption of shares | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | <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 Board and GEM listed issuers | | |
|-----|---------------------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| | Type of Issue | | | No. of new shares of issuerNo. of new shares of issued during the issued theretomonth pursuant theretomay be issued pursuant thereto as at close of the month | |
| 9. | Capital reorganisation | | Class of shares issuable <u>N/A</u> (<i>Note 1</i>) Issue and allotment (/ / date : (dd/mm/yyyy) EGM approval date: (/ / (dd/mm/yyyy) | | |
| 10. | Other (Please specify) | At price : State | Class of shares issuable <u>N/A</u> (<i>Note 1</i>) Issue and allotment (/ / date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | | |
| | | | Total E. (Ordinary sha (Preference sha (Other c | ares) | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 5,201,922,393 | | |
|------------------------------------------------------------------------------------------------------------------|-----|---------------|--|--|
| | (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.*