



**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)**

**PROXY FORM**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the “Shares”) of one-two-hundred-fortieth (1/240) of a Hong Kong dollar each (equivalent to HK\$0.00416) in the capital of GCL New Energy Holdings Limited 協鑫新能源控股有限公司 (the “Company”) HEREBY APPOINT<sup>3</sup> the Chairman of the meeting or \_\_\_\_\_ (name) of \_\_\_\_\_ (address) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the “AGM”) of the Company to be held at Jade Room, Level 3, The Ritz-Carlton Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon on Tuesday, 24 May 2016 at 11:00 a.m. or at any adjournment thereof as hereunder indicated:

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditor of the Company for financial year ended 31 December 2015.		
2.	(i) To re-elect Mr. Tong Wan Sze as a Director.		
	(ii) To re-elect Mr. Yeung Man Chung, Charles as a Director.		
	(iii) To re-elect Mr. Wang Bohua as a Director.		
	(iv) To re-elect Mr. Xu Songda as a Director.		
	(v) To re-elect Mr. Lee Conway Kong Wai as a Director.		
	(vi) To authorise the board (the “Board”) of Directors to fix the remuneration of the Directors.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.		
4.	(i) To grant a general mandate to the Directors to allot, issue and deal with additional Shares.		
	(ii) To grant a general mandate to the Directors to repurchase Shares.		
	(iii) To extend the general mandate to the Directors to allot, issue and deal with additional Shares by the addition of number of Shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature(s)<sup>6</sup> \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE DULY INITIALLED.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- To be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at 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 as soon as possible and in any event, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney so authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the AGM in person to represent you.
- Your proxy’s authority will be revoked if you attend and vote in person in the AGM.