



**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 special general meeting (the “SGM”) of the Company to be held at Strategy II & III, 8/F, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Thursday, 8 June 2017 at 11:00 a.m. or at any adjournment thereof in respect of the resolution set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. Terms used in this proxy form shall have the same meanings as defined the Company’s circular dated 19 May 2017 unless the context requires otherwise:

<b>ORDINARY RESOLUTION</b>	<b>FOR<sup>4</sup></b>	<b>AGAINST<sup>4</sup></b>
To unconditionally approve, confirm and ratify the EPC and Equipment Purchase Agreements and the Previous Agreements and the transactions contemplated therein and to authorise any one or more of the Directors on behalf of the Company to do such things or acts (including but not limited to executing any further documents, instruments and agreements) as he/she/they may consider necessary, desirable or expedient to give effect to such transactions.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature(s)<sup>6</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. 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).
3. If any proxy other than the Chairman of the SGM 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.
4. 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 SGM other than those referred to in the notice convening the SGM.
5. 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 SGM or any adjournment thereof.
6. 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.
7. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, 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 SGM, 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.
8. The proxy need not be a member of the Company but must attend the SGM in person to represent you.
9. Your proxy’s authority will be revoked if you attend and vote in person in the SGM.