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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)

**DISCLOSEABLE TRANSACTION WITH
CHINA RESOURCES LEASING CO., LTD.**

On 19 May 2017 (after trading hours), the Group entered into the Suixi Finance Lease Agreements with China Resources Leasing, pursuant to which, (i) China Resources Leasing conditionally agreed to purchase from Nanjing GCL New Energy (an indirect wholly-owned subsidiary of the Company) and Zhongjian Zhonghuan the Suixi Leased Assets I and Suixi Leased Assets II for RMB148,506,344.00 (equivalent to approximately HK\$168,510,148.54) and RMB51,493,656.00 (equivalent to approximately HK\$58,429,851.46) respectively, and (ii) China Resources Leasing agreed to lease the Suixi Leased Assets I and Suixi Leased Asset II to Suixi GCL (an indirect wholly-owned subsidiary of the Company) for an estimated aggregate lease consideration of RMB263,896,000.00 (equivalent to approximately HK\$299,442,791.20) payable by quarterly instalments for a term of eight years. In addition, Suixi GCL shall pay an administrative fee to China Resources Leasing in the sum of RMB4,000,000.00 (equivalent to approximately HK\$4,538,800.00) in 24 instalments during the lease period.

In addition, on 28 October 2016, the Group entered into the Ruyang Finance Lease Agreements with China Resources Leasing, pursuant to which, (i) China Resources Leasing conditionally agreed to purchase from Ruyang GCL (an indirect wholly-owned subsidiary of the Company) the Ruyang Leased Assets for a total consideration of RMB260,000,000.00 (equivalent to approximately HK\$295,022,000.00), and (ii) China Resources Leasing agreed to lease the Ruyang Leased Assets to Ruyang GCL for an estimated aggregate lease consideration of RMB318,800,000.00 (equivalent to approximately HK\$361,742,360.00) payable by quarterly instalments for a term of eight years. In addition, pursuant to the Ruyang Finance Lease Agreements, the Group engaged China Resources Leasing to provide certain consulting services for a service fee of RMB31,200,000.00 (equivalent to approximately HK\$35,402,640.00).

LISTING RULES IMPLICATIONS

As none of the applicable percentage ratios in respect of the Ruyang Finance Lease Agreements exceeded 5% for the Company, the entering into of the Ruyang Finance Lease Agreements did not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As the Ruyang Finance Lease Agreements were entered into with China Resources Leasing within a 12-month period prior to and inclusive of the date of the Suixi Finance Lease Agreements, the Suixi Finance Lease Agreements and the Ruyang Finance Lease Agreements will be aggregated as a series of transactions for the Company pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Suixi Finance Lease Agreements and the Ruyang Finance Lease Agreements (in aggregate) exceeds 5% but is less than 25% for the Company, the entering into of the Suixi Finance Lease Agreements and the Ruyang Finance Lease Agreements, in aggregate, constitutes a discloseable transaction of the Company and the Company shall comply with the reporting and announcement requirements under Chapter 14 of the Listing Rules.

1. THE FINANCE LEASE AGREEMENTS

A. Principal terms of the Suixi Finance Lease Agreements

(i) *Date* 19 May 2017

(ii) *Parties*

(1) Seller:	Nanjing GCL New Energy and Zhongjian Zhonghuan
(2) Purchaser and lessor:	China Resources Leasing
(3) Lessee:	Suixi GCL

(iii) *Suixi Finance Lease Agreements*

Pursuant to the Suixi Finance Lease Agreements, (i) China Resources Leasing conditionally agreed to purchase from Nanjing GCL New Energy and Zhongjian Zhonghuan the Suixi Leased Assets I and Suixi Leased Assets II for RMB148,506,344.00 (equivalent to approximately HK\$168,510,148.54) and RMB51,493,656.00 (equivalent to approximately HK\$58,429,851.46) respectively; and (ii) China Resources Leasing agreed to lease the Suixi Leased Assets I and Suixi Leased Assets II to Suixi GCL for an estimated aggregate lease consideration of RMB263,896,000.00 (equivalent to approximately HK\$299,442,791.20) payable by quarterly instalments for a term of eight years. The lease term shall begin from the date that each tranche of the consideration for the Suixi Leased Assets is paid by China Resources Leasing to Nanjing GCL New Energy and Zhongjian Zhonghuan, as the case may be.

Pursuant to the Suixi Purchase Agreement I, China Resources Leasing shall pay to Nanjing GCL New Energy the consideration for the Suixi Leased Assets I in three tranches as follows:

- (a) First tranche: RMB44,551,903.20 (equivalent to approximately HK\$50,553,044.56), within 10 business days after the fulfillment of the following conditions:
 - (1) the Suixi Finance Lease having been signed and become effective, and China Resources Leasing having received the administrative fee due and payable to it under the Suixi Finance Lease;
 - (2) China Resources Leasing having received written notice for payment from Nanjing GCL New Energy and Suixi GCL;
 - (3) Suzhou GCL New Energy having completed all formalities in respect of the Suzhou GCL Suixi Guarantee, and China Resources Leasing having received Suzhou GCL New Energy's internal authorisations for the Suzhou GCL Suixi Guarantee;
 - (4) China Resources Leasing having received the executed Company Suixi Letter of Undertaking from the Company;
 - (5) China Resources Leasing having received documentation showing that it has been listed as the first ranking beneficiary under the insurance policy for the Suixi Leased Assets I;
 - (6) Suzhou GCL New Energy having completed all necessary registrations in respect of the Suixi GCL Share Pledge Agreement;
 - (7) Suixi GCL having completed all necessary registrations in respect of the Suixi GCL Electricity Fees Pledge Agreement; and
 - (8) China Resources Leasing having received a copy of the lease agreement from Suixi GCL in respect of its use of state owned land from the Jianghong County government authority;
- (b) Second tranche: RMB44,551,903.20 (equivalent to approximately HK\$50,553,044.56), within 10 business days after the fulfillment of the following conditions:
 - (1) China Resources Leasing having paid the first tranche of the consideration for the Suixi Leased Assets I;

- (2) China Resources Leasing having received the administrative fee which is due and payable to it under the Suixi Finance Lease;
 - (3) China Resources Leasing having received written notice for payment from Nanjing GCL New Energy and Suixi GCL;
 - (4) China Resources Leasing having received confirmation of acceptance from Suixi GCL of a portion of the Suixi Leased Assets I of a value of not less than RMB89,103,806.40 (equivalent to approximately HK\$101,106,089.12); and
 - (5) China Resources Leasing having received a value-added tax invoice for not less than RMB89,103,806.40 (equivalent to approximately HK\$101,106,089.12);
- (c) Third tranche: RMB59,402,537.60 (equivalent to approximately HK\$67,404,059.41), within 10 business days after the fulfillment of the following conditions:
- (1) China Resources Leasing having paid the second tranche of the consideration for the Suixi Leased Assets I;
 - (2) China Resources Leasing having received the administrative fee which is due and payable to it under the Suixi Finance Lease;
 - (3) China Resources Leasing having received written notice for payment from Nanjing GCL New Energy and Suixi GCL;
 - (4) China Resources Leasing having received confirmation of acceptance from Suixi GCL of all the Suixi Leased Assets I;
 - (5) China Resources Leasing having received a value-added tax invoice for the entire value of the Suixi Leased Assets I;
 - (6) China Resources Leasing having received a copy of the electricity sales agreement in respect of the Suixi Project Phase I, and the Suixi Project Phase I having completed grid connection; and
 - (7) Suixi GCL having completed all procedures for electricity fees in respect of the Suixi Project Phase I to be settled in an escrow account.

Pursuant to the Suixi Purchase Agreement II, China Resources Leasing shall pay to Zhongjian Zhonghuan the consideration for the Suixi Leased Assets II in three tranches: RMB15,448,096.80 (equivalent to approximately HK\$17,528,955.44) for

the first tranche, RMB15,448,096.80 (equivalent to approximately HK\$17,528,955.44) for the second tranche, and RMB20,597,462.40 (equivalent to approximately HK\$23,371,940.59) for the third tranche. The payment of each tranche is subject to the same conditions as described above as applicable to Zhongjian Zhonghuan and the Suixi Leased Assets II, except that in respect of paragraphs (b)(4) and (b)(5) above: China Resources Leasing will instead need to receive confirmation of acceptance from Suixi GCL of a portion of the Suixi Leased Assets II of a value of not less than RMB30,896,193.60 (equivalent to approximately HK\$35,057,910.88); and a value-added tax invoice of not less than RMB30,896,193.60 (equivalent to approximately HK\$35,057,910.88) in value.

(iv) *Payment of Rent*

The estimated aggregate amount of rent payable by Suixi GCL to China Resources Leasing under the Suixi Finance Lease Agreements is RMB263,896,000.00 (equivalent to approximately HK\$299,442,791.20) and is payable in 32 instalments for each of the three tranches of consideration paid by China Resources Leasing.

After the payment of the first tranche of consideration by China Resources Leasing under each of the Suixi Purchase Agreement I and Suixi Purchase Agreement II respectively, Suixi GCL shall repay the first tranche over 32 quarterly instalments: the initial four instalments being RMB980,400.00 (equivalent to approximately HK\$1,112,459.88) each and the remaining 28 instalments being RMB2,687,400.00 (equivalent to approximately HK\$3,049,392.78) each.

After the payment of the second tranche of consideration by China Resources Leasing under each of the Suixi Purchase Agreement I and Suixi Purchase Agreement II respectively, Suixi GCL shall repay the second tranche over 32 quarterly instalments: the initial four instalments being RMB980,400.00 (equivalent to approximately HK\$1,112,459.88) each and the remaining 28 instalments being RMB2,687,400.00 (equivalent to approximately HK\$3,049,392.78) each.

After the payment of the third tranche of consideration by China Resources Leasing under each of the Suixi Purchase Agreement I and Suixi Purchase Agreement II respectively, Suixi GCL shall repay the third tranche over 32 quarterly instalments: the initial four instalments being RMB1,307,200.00 (equivalent to approximately HK\$1,483,279.84) each and the remaining 28 instalments being RMB3,583,200.00 (equivalent to approximately HK\$4,065,857.04) each.

The aggregate amount of rent was calculated based on the principal lease cost plus the lease interest rate. The principal lease cost under the Suixi Finance Lease is RMB200,000,000.00 (equivalent to approximately HK\$226,940,000.00). The interest rate under the Suixi Finance Lease is calculated at an annualised interest rate of

6.54%, based on the current benchmark lending rate of 4.9% per annum promulgated by the People's Bank of China for a term of five years or more. During the term of the Suixi Finance Lease, if the applicable benchmark lending rate is adjusted by the People's Bank of China, the interest rate applicable shall be adjusted proportionally for each change of 0.1 percent in the benchmark rate in the same direction.

In addition, Suixi GCL shall pay an administrative fee to China Resources Leasing in the aggregate sum of RMB4,000,000.00 (equivalent to approximately HK\$4,538,800.00). The administrative fee shall be payable in eight instalments by Suixi GCL in respect of each of the three tranches of consideration to be paid by China Resources Leasing for the Suixi Leased Assets. Each instalment shall be in the amount of between RMB82,200.00 (equivalent to approximately HK\$93,272.34) and RMB832,800.00 (equivalent to approximately HK\$944,978.16) payable together with the rent due to China Resources Leasing on the 1st, 5th, 9th, 13th, 17th, 21st, 25th and 29th instalment of rent.

The terms of the Suixi Finance Lease Agreements including the lease rent, lease interest rate, and administrative fee were determined after arm's length negotiation between China Resources Leasing and Suixi GCL with reference to the prevailing market rates for (i) finance leases for similar assets and (ii) similar finance lease services.

The price for the purchase of the Suixi Leased Assets payable by China Resources Leasing under the Suixi Purchase Agreement I and Suixi Purchase Agreement II was determined through arm's length negotiation between the parties with reference to the average fair market price of similar photovoltaic power generation equipment and the amount of financing agreed to be provided by China Resources Leasing.

(v) *Ownership of the Suixi Leased Assets*

During the term of the Suixi Finance Lease, the ownership of the Suixi Leased Assets shall vest in China Resources Leasing. Upon expiry of the term of the Suixi Finance Lease and subject to the full payment of the entire amount of the lease rent, and interest due under the Suixi Finance Lease, Suixi GCL shall purchase the Suixi Leased Assets from China Resources Leasing on an "as is" basis for the nominal purchase price of RMB100.00 (equivalent to approximately HK\$113.47).

(vi) Security Arrangements for the Suixi Finance Lease

The obligations under the Suixi Finance Lease Agreements are secured by the following:

- (1) Suzhou GCL Suixi Guarantee: pursuant to the Suzhou GCL Suixi Guarantee, Suzhou GCL New Energy has agreed to guarantee the obligations of Suixi GCL under the Suixi Finance Lease, including rental payments, interest, administrative fees and other amounts due to China Resources Leasing;
- (2) Company Suixi Letter of Undertaking: pursuant to the Company Suixi Letter of Undertaking, the Company has undertaken that it will procure that Suixi GCL observe its obligations under the Suixi Finance Lease and it will make payment for any shortfall due to China Resources Leasing under the Suixi Finance Lease;
- (3) Suixi Share Pledge Agreement: pursuant to the Suixi Share Pledge Agreement, Suzhou GCL New Energy has pledged 100% of the equity interest in Suixi GCL to secure all of Suixi GCL's obligations under the Suixi Finance Lease; and
- (4) Suixi Electricity Fees Pledge Agreement: pursuant to the Suixi Electricity Fees Pledge Agreement, Suixi GCL has pledged its right to electricity fees in relation to the Suixi Project Phase I to secure its obligations under the Suixi Finance Lease.

B. Principal terms of the Ruyang Finance Lease Agreements

(i) Date 28 October 2016

(ii) Parties (1) Seller and lessee: Ruyang GCL
 (2) Purchaser and lessor: China Resources Leasing

(iii) Ruyang Finance Lease Agreements

Pursuant to the Ruyang Finance Lease Agreements, (i) China Resources Leasing conditionally agreed to purchase from Ruyang GCL the Ruyang Leased Assets for a total consideration of RMB260,000,000.00 (equivalent to approximately HK\$295,022,000.00), and (ii) China Resources Leasing agreed to lease the Ruyang Leased Assets to Ruyang GCL for an estimated aggregate lease consideration of RMB318,800,000.00 (equivalent to approximately HK\$361,742,360.00) payable by quarterly instalments for a term of eight years. The lease term shall begin from the date the each tranche of the consideration for the Ruyang Leased Assets is paid by China Resources Leasing. In addition, pursuant to

the Ruyang Finance Lease Agreements, the Group engaged China Resources Leasing to provide certain consulting services for a service fee of RMB31,200,000.00 (equivalent to approximately HK\$35,402,640.00).

Pursuant to the Ruyang Purchase Agreement, China Resources Leasing shall pay to Ruyang GCL the consideration for the Ruyang Leased Assets in three tranches as follows:

- (a) First tranche: RMB190,000,000.00 (equivalent to approximately HK\$215,593,000.00), within 10 business days after the fulfillment of the following conditions:
 - (1) the Ruyang Finance Lease having been signed and become effective, and there being no default under the terms of the Ruyang Finance Lease;
 - (2) Ruyang GCL having provided copies of all corporate authorisations and approvals for entering into Ruyang Finance Lease and the Ruyang Purchase Agreement;
 - (3) China Resources Leasing having received written notice for payment from Ruyang GCL;
 - (4) China Resources Leasing having received payment confirmation for an amount of RMB190,000,000.00 (equivalent to approximately HK\$215,593,000.00);
 - (5) China Resources Leasing having received confirmation of acceptance of the first tranche of the Ruyang Leased Assets;
 - (6) China Resources Leasing having received a copy of an invoice for the first tranche of the consideration;
 - (7) Ruyang GCL having finalised an agreement for the transfer of land in relation to the Ruyang Project and having completed relevant procedures for rental of the land;
 - (8) China Resources Leasing having received the latest credit report in respect of Suzhou GCL New Energy;
 - (9) China Resources Leasing having received from Ruyang GCL evidence showing that Ruyang Guangfa Agricultural Development Company Limited* (汝陽廣發農業開發有限公司) has released its mining rights to the relevant land;

- (10) China Resources Leasing having received from Ruyang GCL its signed lease agreement with Ruyang Guangfa Agricultural Development Company Limited;
 - (11) China Resources Leasing having received the Company Ruyang Guarantee signed by the Company;
 - (12) China Resources Leasing having received the Suzhou GCL Ruyang Guarantee signed by the Suzhou GCL New Energy;
 - (13) China Resources Leasing having received the Ruyang Share Pledge Agreement, and registration of such pledge having been completed;
 - (14) the Ruyang Electricity Fees Pledge Agreement and other ancillary agreements in respect of the electricity fees for the Ruyang Project having been signed between China Resources Leasing and Ruyang GCL; and
 - (15) all other conditions as requested by China Resources Leasing having been fulfilled.
- (b) Second tranche: RMB70,000,000.00 (equivalent to approximately HK\$79,429,000.00), within 10 business days after the fulfillment of the following conditions:
- (1) China Resources Leasing having received written notice for payment from Ruyang GCL;
 - (2) China Resources Leasing received payment confirmation for an amount of RMB70,000,000.00 (equivalent to approximately HK\$79,429,000.00)
 - (3) China Resources Leasing having received confirmation of receipt of the second tranche of the Ruyang Leased Assets;
 - (4) China Resources Leasing having received proof of ownership documentation in respect of the Ruyang Leased Assets; and
 - (5) all other conditions as requested by China Resources Leasing having been fulfilled.

(iv) *Payment of Rent*

The aggregate amount of rent payable by Ruyang GCL to China Resources Leasing under the Ruyang Finance Lease Agreement is RMB318,800,000.00 (equivalent to approximately HK\$361,742,360.00) and is payable in 32 quarterly instalments in cash in respect of each of the two tranches of the consideration received by Ruyang GCL.

After the payment of the first tranche of consideration by China Resources Leasing under the Ruyang Purchase Agreement, Ruyang GCL shall repay the first tranche over 32 quarterly instalments: the initial eight instalments being RMB2,996,000.00 (equivalent to approximately HK\$3,399,561.20) each; the following eight instalments being RMB11,510,000.00 (equivalent to approximately HK\$13,060,397.00) each; and the remaining 16 instalments being RMB7,308,000.00 (equivalent to approximately HK\$8,292,387.60) each.

After the payment of the second tranche of consideration by China Resources Leasing under the Ruyang Purchase Agreement, Ruyang GCL shall repay the second tranche across 32 quarterly instalments: the initial eight instalments being RMB1,104,000.00 (equivalent to approximately HK\$1,252,708.80) each; the following eight instalments being RMB4,240,000.00 (equivalent to approximately HK\$4,811,128.00) each; and the remaining 16 instalments being RMB2,692,000.00 (equivalent to approximately HK\$3,054,612.40) each.

The aggregate amount of rent was calculated based on the principal lease cost plus the lease interest rate. The principal lease cost under the Ruyang Finance Lease was RMB260,000,000.00 (equivalent to approximately HK\$295,022,000.00). The interest rate under the Ruyang Finance Lease was calculated at an annualised interest rate of 4.74%, based on the current benchmark lending rate of 4.9% per annum promulgated by the People's Bank of China for a term of five years or more. During the term of the Ruyang Finance Lease, if the applicable benchmark lending rate is adjusted by the People's Bank of China, the interest rate applicable shall be adjusted proportionally for each change of 0.1 percent in the benchmark rate in the same direction.

In addition, Ruyang GCL and China Resources Leasing entered into the Ruyang Consultancy Agreement, pursuant to which China Resources Leasing has agreed to provide certain consultancy services to Ruyang GCL for an aggregate consideration of RMB31,200,000.00 (equivalent to approximately HK\$35,402,600.00). These consulting services include consulting in relation the laws and regulations relating to the environmental sector; financial, tax and energy saving plans and proposals; provision of information on markets; assisting business expansions and assistance in the engagement of other advisers.

After the payment of the first tranche of consideration by China Resources Leasing under the Ruyang Purchase Agreement, Ruyang GCL shall pay a consultancy fee of RMB22,800,000.00 (equivalent to approximately HK\$25,871,200.00) in 33 instalments: the first instalment of RMB1,900,000.00 (equivalent to approximately HK\$2,155,930.00) shall be payable on the date the first tranche consideration is received by Ruyang GCL, and the remaining 32 instalments shall be paid in equal quarterly instalments of RMB653,125.00 (equivalent to approximately HK\$741,100.94) each thereafter. After the payment of the second tranche of consideration by China Resources Leasing under the Ruyang Purchase Agreement, Ruyang GCL shall pay a consultancy fee of RMB8,400,000.00 (equivalent to approximately HK\$9,531,480.00) in 33 instalments: the first instalment of RMB700,000.00 (equivalent to approximately HK\$794,290.00) shall be payable on the date the second tranche consideration is received by Ruyang GCL and the remaining 32 instalments shall be paid in equal quarterly instalments of RMB240,625.00 (equivalent to approximately HK\$273,037.19) each thereafter.

The terms of the Ruyang Finance Lease Agreements including the lease rent and lease interest rate were determined after arm's length negotiation between China Resources Leasing and Ruyang GCL with reference to the prevailing market rates for finance leases for similar assets.

The price for the purchase of the Ruyang Leased Assets payable by China Resources Leasing under the Ruyang Purchase Agreement was determined through arm's length negotiation between the parties with reference to the average fair market price of similar photovoltaic power generation equipment and the amount of financing agreed to be provided by China Resources Leasing.

(v) *Ownership of the Ruyang Leased Assets*

During the term of the Ruyang Finance Lease, the ownership of the Ruyang Leased Assets shall vest in China Resources Leasing. Upon expiry of the term of the Ruyang Finance Lease and subject to the full payment of the entire amount of the lease rent and interest due under the Ruyang Finance Lease, Ruyang GCL shall purchase the Ruyang Leased Assets from China Resources Leasing on an "as is" basis for the nominal purchase price of RMB100.00 (equivalent to approximately HK\$113.47).

(vi) Security Arrangements for the Ruyang Finance Lease

The obligations under the Ruyang Finance Lease Agreements are secured by the following:

- (1) Suzhou GCL Ruyang Guarantee: pursuant to the Suzhou GCL Ruyang Guarantee, Suzhou GCL New Energy has agreed to guarantee the obligations of Ruyang GCL under the Ruyang Finance Lease, including rental payments, interest, administrative fees and other amounts due to China Resources Leasing;
- (2) Company Ruyang Letter of Undertaking: pursuant to the Company Ruyang Letter of Undertaking, the Company has undertaken that it will procure that Ruyang GCL observe its obligations under the Ruyang Finance Lease and it will make payment for any shortfall due to China Resources Leasing under the Ruyang Finance Lease;
- (3) Ruyang Share Pledge Agreement: pursuant to the Ruyang Share Pledge Agreement, Suzhou GCL has pledged 100% of the equity interest in Ruyang GCL to secure all of Ruyang GCL's obligations under the Ruyang Finance Lease; and
- (4) Ruyang Electricity Fees Pledge Agreement: pursuant to the Ruyang Electricity Fees Pledge Agreement, Ruyang GCL has pledged its right to electricity fees in relation to the Ruyang Project to secure its obligations under the Ruyang Finance Lease.

2. REASONS FOR AND BENEFITS OF THE DISCLOSEABLE TRANSACTION

The terms of the Suixi Finance Lease Agreements and the Ruyang Finance Lease Agreements have been agreed after arm's length negotiation between the relevant parties. As a developer of photovoltaic power station projects, the Group requires capital from time to time to construct its power generation projects. The Suixi Finance Lease Agreements and the Ruyang Finance Lease Agreements provide the Group with additional liquidity by utilising its existing investments in its existing equipment and assets. The Group will benefit from additional working capital which can be used to fund other business and operational activities.

Based on the above reasons, the Directors believe and consider that the terms of the Suixi Finance Lease Agreements and the Ruyang Finance Lease Agreements are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

3. LISTING RULES IMPLICATIONS

As none of the applicable percentage ratios in respect of the Ruyang Finance Lease Agreements exceeded 5% for the Company, the entering into of the Ruyang Finance Lease Agreements did not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As the Ruyang Finance Lease Agreements were entered into with China Resources Leasing within a 12-month period prior to and inclusive of the date of the Suixi Finance Lease Agreements, the Suixi Finance Lease Agreements and the Ruyang Finance Lease Agreements will be aggregated as a series of transactions for the Company pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Suixi Finance Lease Agreements and the Ruyang Finance Lease Agreements (in aggregate) exceeds 5% but is less than 25% for the Company, the entering into of the Suixi Finance Lease Agreements and the Ruyang Finance Lease Agreements, in aggregate, constitutes a discloseable transaction of the Company and the Company shall comply with the reporting and announcement requirements under Chapter 14 of the Listing Rules.

4. INFORMATION ON THE PARTIES TO THE DISCLOSEABLE TRANSACTION

China Resources Leasing

China Resources Leasing is principally engaged in financial leasing services and is headquartered in Shenzhen, the PRC. China Resources Leasing commenced operations in 2013.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, China Resources Leasing and its ultimate beneficial owner(s) are third parties independent of the Company and their connected persons.

Zhongjian Zhonghuan

Zhongjian Zhonghuan is principally engaged in environmental technological research and development (including waste gas treatment, urban sewage, industrial wastewater treatment and solid waste treatment); energy technological research and development (including thermal power, biomass power generation, waste power generation, wind power and solar power); project consulting; engineering and design; engineering contracting and project operations business.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Zhongjian Zhonghuan and its ultimate beneficial owner(s) are third parties independent of the Company and their connected persons.

The Group

The Group is principally engaged in the development, construction, operation and management of solar power stations as well as the manufacturing and selling of printed circuit boards.

5. DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this announcement:

“Board”	the board of Directors
“China Resources Leasing”	China Resources Leasing Co., Ltd.* (華潤租賃有限公司), a company incorporated in the PRC
“Company”	GCL New Energy Holdings Limited 協鑫新能源控股有限公司, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange, with stock code 451
“Company Ruyang Letter of Undertaking”	the letter of undertaking dated 28 October 2016, pursuant to which the Company has made certain undertakings in respect of Ruyang GCL’s obligations under the Ruyang Finance Lease
“Company Suixi Letter of Undertaking”	the letter of undertaking dated 19 May 2017, pursuant to which the Company has made certain undertakings in respect of Suixi GCL’s obligations under the Suixi Finance Lease
“connected persons”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MW”	megawatt(s)

“Nanjing GCL New Energy”	Nanjing GCL New Energy Development Co., Ltd. (南京協鑫新能源發展有限公司), an indirect wholly-owned subsidiary of the Company incorporated in the PRC with limited liability
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Ruyang Consultancy Agreement”	the consultancy agreement dated 28 October 2016 between China Resources Leasing and Ruyang GCL, pursuant to which China Resources Leasing has agreed to provide consultancy services to Ruyang GCL
“Ruyang Electricity Fees Pledge Agreement”	the agreement dated 28 October 2016 between China Resources Leasing and Ruyang GCL, pursuant to which Ruyang GCL has pledged to China Resources Leasing its right to electricity fees in relation to the Ruyang Project
“Ruyang GCL”	Ruyang GCL New Energy Company Limited* (汝陽協鑫新能源有限公司), an indirect wholly-owned subsidiary of the Company incorporated in the PRC with limited liability
“Ruyang Finance Lease”	the agreement dated 28 October 2016 between China Resources Leasing and Ruyang GCL in relation to the leasing of the Ruyang Leased Assets
“Ruyang Finance Lease Agreements”	Ruyang Finance Lease, Ruyang Purchase Agreement, Company Ruyang Letter of Undertaking, Suzhou GCL Ruyang Guarantee, Ruyang Share Pledge Agreement, Ruyang Electricity Fees Pledge Agreement and Ruyang Consultancy Agreement
“Ruyang Leased Assets”	certain polysilicon modules, photovoltaic modules, transformers, combiner boxes, inverters, cables, frames, switches, and other photovoltaic equipment and installations for the Ruyang Project
“Ruyang Project”	the 50MW solar power plant project located in Ruyang City, Henan Province, PRC

“Ruyang Purchase Agreement”	the sale and purchase agreement dated 28 October 2016 entered into between China Resources Leasing and Ruyang GCL in relation to the sale and purchase of the Ruyang Leased Assets
“Ruyang Share Pledge Agreement”	the agreement dated 28 October 2016, pursuant to which Suzhou GCL New Energy has pledged 100% of the equity interest in Ruyang GCL to secure all of Ruyang GCL’s obligations under the Ruyang Finance Lease
“Share(s)”	ordinary shares of one-two-hundred-fortieth (1/240) of a Hong Kong dollar each (equivalent to HK\$0.00416) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Suixi Electricity Fees Pledge Agreement”	the agreement dated 19 May 2017 between China Resources Leasing and Suixi GCL, pursuant to which Suixi GCL has pledged to China Resources Leasing its right to electricity fees in relation to the Suixi Project Phase I
“Suixi Finance Lease”	the agreement dated 19 May 2017 between China Resources Leasing and Suixi GCL in relation to the leasing of the Suixi Leased Assets
“Suixi Finance Lease Agreements”	Suixi Finance Lease, Suixi Purchase Agreement I, Suixi Purchase Agreement II, Company Suixi Letter of Undertaking, Suzhou GCL Suixi Guarantee, Suixi Share Pledge Agreement and Suixi Electricity Fees Pledge Agreement
“Suixi GCL”	Suixi GCL Photovoltaic Power Company Limited* (遂溪協鑫光伏電力有限公司), an indirect wholly-owned subsidiary of the Company incorporated in the PRC with limited liability
“Suixi Project Phase I”	the first phase of a solar power plant project with a first phase capacity of 40MW located in Suixi County in Zhanjiang City, Guangdong Province, PRC
“Suixi Leased Assets”	Suixi Leased Assets I and Suixi Leased Assets II

“Suixi Leased Assets I”	320MW of photovoltaic power modules for the Suixi Project Phase I
“Suixi Leased Assets II”	certain frames, combiner boxes, inverters, transformers, cables, and other photovoltaic equipment and installations for the Suixi Project Phase I
“Suixi Purchase Agreement I”	the sale and purchase agreement dated 19 May 2017 entered into between China Resources Leasing and Suixi GCL in relation to the sale and purchase of the Suixi Leased Assets I
“Suixi Purchase Agreement II”	the sale and purchase agreement dated 19 May 2017 entered into between China Resources Leasing and Suixi GCL in relation to the sale and purchase of the Suixi Leased Assets II
“Suixi Share Pledge Agreement”	the agreement dated 19 May 2017, pursuant to which Suzhou GCL New Energy has pledged 100% of the equity interest in Suixi GCL to secure all of Suixi GCL’s obligations under the Suixi Finance Lease
“Suzhou GCL New Energy”	Suzhou GCL New Energy Investment Company Limited* (蘇州協鑫新能源投資有限公司), an indirect wholly-owned subsidiary of the Company incorporated in the PRC with limited liability
“Suzhou GCL Ruyang Guarantee”	the agreement dated 28 October 2016 between Suzhou GCL New Energy and China Resources Leasing, pursuant to which Suzhou GCL New Energy has agreed to guarantee Ruyang GCL’s obligations under the Ruyang Finance Lease
“Suzhou GCL Suixi Guarantee”	the agreement dated 19 May 2017 between Suzhou GCL New Energy and China Resources Leasing, pursuant to which Suzhou GCL New Energy has agreed to guarantee Suixi GCL’s obligations under the Suixi Finance Lease
“subsidiaries”	has the same meaning ascribed to it under the Listing Rules
“Zhongjian Zhonghuan”	Zhongjian Zhonghuan Construction Co., Ltd.* (中建中環工程有限公司), a company incorporated in the PRC
“%”	per cent.

This announcement contains translation between Renminbi and Hong Kong dollar amounts at RMB1 = HK\$1.1347 , being the exchange rate prevailing on 18 May 2017. The translation should not be taken as a representation that the Renminbi could actually be converted into Hong Kong dollars at that rate or at all.

** All of the English titles or names of the PRC entities, as well as certain items contained in this announcement have been included for identification purpose only and may not necessarily be the official English translations of the corresponding Chinese titles or names. If there is any inconsistency between the English translations and the Chinese titles or names, the Chinese titles or names shall prevail.*

By order of the Board
GCL New Energy Holdings Limited
協鑫新能源控股有限公司
Zhu Yufeng
Chairman

Hong Kong, 19 May 2017

As at the date of this announcement, the Board comprises Mr. Zhu Yufeng, Mr. Sun Xingping, Ms. Hu Xiaoyan and Mr. Tong Wan Sze as executive Directors; Ms. Sun Wei, Mr. Sha Hongqiu and Mr. Yeung Man Chung, Charles as non-executive Directors; and Mr. Wang Bohua, Mr. Xu Songda, Mr. Lee Conway Kong Wai, Mr. Wang Yanguo and Dr. Chen Ying as independent non-executive Directors.