



**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)**

**REVISED 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, 6/F, Marco Polo Hongkong Hotel, 3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 25 May 2018 at 11:30 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 2017.		
2.	(i) To re-elect Mr. Zhu Yufeng as a Director.		
	(ii) To re-elect Ms. Hu Xiaoyan as a Director.		
	(iii) To re-elect Ms. Sun Wei as a Director.		
	(iv) To re-elect Mr. Wang Bohua as a Director.		
	(v) 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 <sup>5</sup> .		
	(ii) To grant a general mandate to the Directors to repurchase Shares <sup>5</sup> .		
	(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 <sup>5</sup> .		
5.	To re-elect Mr. He Deyong as a Director <sup>6</sup> .		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature(s)<sup>7</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 revised proxy form (the “Revised 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 THE REVISED PROXY FORM MUST BE DULY INITIALED.**
- 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 dated 16 April 2018 and the supplemental notice of AGM dated 9 May 2018.
- The full text of resolutions 4(i), 4(ii) and 4(iii) are set out in the notice of AGM dated 16 April 2018.
- The full text of resolution 5 is set out in the supplemental notice of AGM dated 9 May 2018.
- To be valid, the Revised 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 (the “Share Registrar”) 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 (the “Closing Time”).
- The Revised 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.
- IMPORTANT: If a shareholder wishes to appoint a proxy to attend and vote at the AGM on his/her/its behalf and if he/she/it has not yet returned the proxy form (the “First Proxy Form”) which was sent together with the circular dated 16 April 2018 containing the notice of AGM with the Share Registrar, he/she/it is required to complete, sign and return the Revised Proxy Form to Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong before the Closing Time. In this case, the First Proxy Form should not be submitted with the Company.**

If a shareholder wishes to appoint a proxy to attend and vote at the AGM on his/her/it behalf and if he/she/it has already returned the First Proxy Form with the Share Registrar before the Closing Time should note that:

- if no Revised Proxy Form is submitted with the Share Registrar**, the First Proxy Form, if correctly completed, will be treated as a valid proxy form submitted by the Shareholder, save and except for the resolution no. 2(iv). The proxy/proxies so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form, and in respect of the resolutions nos. 2(iv) and 5, the proxy/proxies will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;
- if the Revised Proxy Form is submitted with the Share Registrar before the Closing Time**, the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form submitted by the Shareholder and will revoke and supersede the First Proxy Form previously submitted by such Shareholder; and
- if the Revised Proxy Form is submitted with the Share Registrar after the Closing Time, or if submitted before the Closing Time but is incorrectly completed**, the appointment of proxy under the Revised Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form submitted by such Shareholder, save and except for the resolution no. 2(iv). The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form had been submitted with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and submitted the Revised Proxy Form with the Share Registrar before the Closing Time.