



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

FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 28 DECEMBER 2020

I/We¹ _____ of _____ being the registered holder(s) of ² _____ 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**³ 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, Level 8, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Monday, 28 December 2020 at 10:00 a.m. or at any adjournment(s) thereof as hereunder indicated:

ORDINARY RESOLUTIONS ⁵		FOR ⁴	AGAINST ⁴
1.	(a) To approve the series of six share purchase agreements dated 29 September 2020 entered into between Suzhou GCL New Energy Investment Co., Ltd.* (蘇州協鑫新能源投資有限公司), Changzhou Zhonghui Photovoltaic Technology Co., Ltd.* (常州中暉光伏科技有限公同) and Ningxia GCL New Energy Investment Co., Ltd.* (寧夏協鑫新能源投資有限公司) (as sellers), GCL Group Limited* (協鑫集團有限公司) (as guarantor) and Huaneng Gongrong No. 1 (Tianjin) Equity Investment Fund Partnership (Limited Partnership)* (華能工融一號(天津)股權投資基金合夥企業(有限合夥)) and Huaneng Gongrong No. 2 (Tianjin) Equity Investment Fund Partnership (Limited Partnership)* (華能工融二號(天津)股權投資基金合夥企業(有限合夥)) (as purchasers) (the "Second Phase Share Purchase Agreements") in relation to the (i) sale and purchase of the entire equity interest in the Target Companies (the "Second Phase Disposals") and the (ii) grant of the Second Phase Put Options; and (b) To authorise any director of the Company to give effect to the Second Phase Disposals and the Second Phase Put Options and the transactions contemplated under the Second Phase Share Purchase Agreements and all matters incidental or ancillary thereto, as more particularly set out in the notice of SGM dated 4 December 2020.		
2.	To re-elect Mr. Liu Genyu as a director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of Mr. Liu Genyu.		

Dated this _____ day of _____ 2020 Signature(s)⁶ _____

* For identification purpose only

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 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 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 SGM other than those referred to in the notices convening the SGM.
- The full text of resolutions are set out in the notice and supplemental notice of SGM in the Company's circular dated 4 December 2020 and supplemental circular dated 10 December 2020 (together, the "Circulars"), respectively.
- To be valid, this 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 (the "Share Registrar"), Tricor Abacus Limited as soon as possible and in any event, not less than 48 hours before the time appointed for holding the SGM (the "Closing Time") or any adjournment(s) thereof. The address of Tricor Abacus Limited is Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- This 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 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.
- The proxy need not be a member of the Company but must attend the SGM in person to represent you.
- Your proxy's authority will be revoked if you attend and vote in person in the SGM.
- If a Shareholder has not yet returned the original form of proxy for the SGM which was sent together with the Company's circular dated 4 December 2020 (the "Original Proxy Form") with the Share Registrar, and wishes to appoint a proxy to attend the SGM on his/her/its behalf, he/she/it is required to submit the Revised Proxy Form. In this case, the Original Proxy Form should not be submitted with the Share Registrar.
- If a Shareholder has already returned the Original Proxy Form with the Share Registrar, he/she/it should note that:
 - if no Revised Proxy Form is submitted with the Share Registrar**, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form submitted by the Shareholder. The proxy/proxies so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form, and in respect of the resolutions for the proposed re-election of Mr. Liu Genyu as set out in the Company's supplemental circular dated 10 December 2020, 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 Original 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 Original Proxy Form, if correctly completed, will be treated as a valid proxy form submitted by such Shareholder. The proxy/proxies so appointed by the Shareholder under the Original 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 submit the Revised Proxy Form with the Share Registrar before the Closing Time.
- Unless otherwise stated, capitalised terms used above shall have the same meanings as set out in the Circulars.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Abacus Limited at the above address.