

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “SGM”) of GCL New Energy Holdings Limited (the “Company”) will be held at Strategy II–III, Level 8, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Tuesday, 15 June 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, approving the following resolutions as ordinary resolutions of the Company.

The following resolutions will be considered and, if thought fit, approved by the Shareholders, with or without amendments, at the SGM:

**ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the series of four share purchase agreements dated 1 April 2021 entered into between Xian GCL New Energy Management Co., Ltd.\* (西安協鑫新能源管理有限公司) and Suzhou GCL New Energy Investment Co., Ltd.\* (蘇州協鑫新能源投資有限公司) (as the sellers) and Three Gorges Asset Management Co., Ltd.\* (三峽資產管理有限公司) (as the purchaser) (the “**Three Gorges Second Phase Share Purchase Agreements**”) in relation to sale and purchase of:
  - (i) the entire equity interest in each of Yulin Longyuan Solar Power Company Limited\* (榆林隆源光伏電力有限公司) and Yulin City Yushen Industrial Zone Dongtou Energy Co., Ltd.\* (榆林市榆神工業區東投能源有限公司);
  - (ii) 98.4% equity interest in Jingbian GCL Photovoltaic Energy Co., Ltd.\* (靖邊協鑫光伏電力有限公司); and

- (iii) 80.35% equity interest in Hengshan Jinghe Solar Energy Co., Ltd.\* (橫山晶合太陽能發電有限公司) (collectively, the “**Three Gorges Second Phase Disposals**”), be and is hereby approved, ratified and confirmed; and
- (b) any director of the Company be and is hereby authorised for and on behalf of the Company to execute (including affixing the seal of the Company in accordance with the articles of association of the Company to) all such documents and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Three Gorges Second Phase Disposals and the transactions contemplated under the Three Gorges Second Phase Share Purchase Agreements and all matters incidental or ancillary thereto.”

2. “**THAT:**

- (a) the series of four share purchase agreements dated 30 April 2021 entered into between Guizhou GCL New Energy Co., Ltd.\* (貴州協鑫新能源有限公司) and Suzhou GCL New Energy Investment Co., Ltd.\* (蘇州協鑫新能源投資有限公司) (as the sellers) and State Power Investment Corporation Guizhou Jinyuan Weining Energy Co., Ltd.\* (國家電投集團貴州金元威寧能源股份有限公司) and Guangdong Jinyuan New Energy Co., Ltd.\* (廣東金元新能源有限公司) (as the purchasers) (the “**Weining Third Phase Share Purchase Agreements**”) in relation to sale and purchase of:
  - (i) the entire equity interest in each of Ceheng GCL Photovoltaic Power Co., Ltd.\* (冊亨協鑫光伏電力有限公司) and Liuzhi GCL Photovoltaic Power Co., Ltd.\* (六枝協鑫光伏電力有限公司);
  - (ii) 90.10% equity interest in Yingde GCL Photovoltaic Power Co., Ltd.\* (英德協鑫光伏電力有限公司); and
  - (iii) 88.37% equity interest in Hainan Yicheng New Energy Co., Ltd.\* (海南意晟新能源有限公司) (the “**Weining Third Phase Disposals**”), be and is hereby approved, ratified and confirmed; and
- (b) any director of the Company be and is hereby authorised for and on behalf of the Company to execute (including affixing the seal of the Company in accordance with the articles of association of the Company to) all such documents and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable,

appropriate or expedient to implement and/or to give effect to the Weining Third Phase Disposals and the transactions contemplated under the Weining Third Phase Share Purchase Agreements and all matters incidental or ancillary thereto.”

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, 24 May 2021

\* *For identification purpose only*

*Notes:*

- (1) Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's Hong Kong branch share registrar and transfer office, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof.
- (3) Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM convened and in such event, the form of proxy shall be deemed to be revoked. It is advised that all Shareholders, particularly Shareholders who are subject to quarantine in relation to Coronavirus Disease 2019 (COVID-19), that they may appoint any person or the chairman of the SGM as a proxy to vote on the resolutions, instead of attending the SGM in person. The form of proxy can be downloaded from the website of the Company at [www.gclnewenergy.com](http://www.gclnewenergy.com) or HKEXnews at [www.hkexnews.hk](http://www.hkexnews.hk).
- (4) In the case of joint registered holders of any share, any one of such joint registered holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the SGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the Shareholders to attend and vote at the SGM will be on 9 June 2021. In order to be entitled to attend and vote at the SGM, all transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration with the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m on 9 June 2021.

- (6) If Typhoon Signal No. 8 or above, or “extreme conditions” is caused by super typhoon announced by the Government of Hong Kong, or a “black” rainstorm warning is in effect any time after 8 a.m. on the date of the SGM, the SGM will be postponed. Shareholders may visit the website of the Company at [www.gclnewenergy.com](http://www.gclnewenergy.com) for details of the postponement and alternative meeting arrangement.
- (7) In view of the ongoing COVID-19 epidemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the SGM to protect the Shareholders, staff and other stakeholders who attend the SGM from the risk of infection:
- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee. Any person with a body temperature of 37 degrees Celsius or higher may be denied entry into the SGM venue or be required to leave the SGM venue;
  - (ii) the Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the SGM at all times, and to maintain a safe distance between seats (please bring your own mask);
  - (iii) no refreshment will be served at the SGM; and
  - (iv) no souvenirs will be distributed at the SGM.

*As at the date of this notice, the Board comprises Mr. Zhu Yufeng (Chairman), Mr. Liu Genyu and Ms. Hu Xiaoyan as executive Directors; Ms. Sun Wei, Mr. Yeung Man Chung, Charles and Mr. Fang Jiancai as non-executive Directors; and Mr. Xu Songda, Mr. Lee Conway Kong Wai, Mr. Wang Yanguo and Dr. Chen Ying as independent non-executive Directors.*