



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

FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 15 JUNE 2021

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 APPOINT³ 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 Tuesday, 15 June 2021 at 10:30 a.m. or at any adjournment thereof as hereunder indicated:

ORDINARY RESOLUTIONS ⁵		FOR ⁴	AGAINST ⁴
1.	<p>(a) To approve 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”); and</p> <p>(b) To authorise any director of the Company 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, as more particularly set out in the notice of SGM.</p>		
2.	<p>(a) To approve 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) (collectively, the “Weining Third Phase Disposals”); and</p> <p>(b) To authorise any director of the Company 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, as more particularly set out in the notice of SGM.</p>		

Dated this _____ day of _____ 2021

Signature(s)⁶ _____

* For identification purpose only

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 of SGM in the circular of the Company dated 24 May 2021 in relation to the major transaction - disposal of subsidiaries to Three Gorges Asset Management Co., Ltd* (the “**SGM Notice**”).
5. The full text of resolutions are set out in the SGM Notice.
6. 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 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. The address of Tricor Abacus Limited is Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
7. 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.
8. 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.
9. The proxy need not be a member of the Company but must attend the SGM in person to represent you.
10. Your proxy’s authority will be revoked if you attend and vote in person in the SGM.
11. Unless otherwise stated, capitalised terms used above shall have the same meanings as set out in the SGM Notice.

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.