
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GCL New Energy Holdings Limited 協鑫新能源控股有限公司, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS,
(2) GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
(3) TERMINATION OF THE 2014 SHARE OPTION SCHEME
AND ADOPTION OF THE 2024 SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Sheung Wan, Hong Kong on Thursday, 23 May 2024 at 11 a.m. is set out on pages 47 to 51 of this circular.

Irrespective of whether you are able to attend the Annual General Meeting, please complete the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

23 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2014 Share Option Scheme”	the share option scheme adopted on 15 October 2014, details of which were set out in the Company’s announcement dated 15 October 2014, as amended from time to time;
“2024 Share Option Scheme”	the 2024 Share Option Scheme proposed to be adopted by the Company as described in this circular, in replacement of the 2014 Share Option Scheme, a summary of the principal terms of which is set out in Appendix III to this circular;
“Adoption Date”	23 May 2024, being the date on which the 2024 Share Option Scheme is proposed to be adopted by the Company in AGM;
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on 23 May 2024 at 11 a.m., notice of which is set out on pages 47 to 51 of this circular, and any adjournment thereof;
“Board”	the board of Directors;
“Board Diversity Policy”	the Board diversity policy of the Company;
“Bye-laws”	the bye-laws of the Company as amended, modified or otherwise supplemented from time to time;
“close associate(s)”, “controlling shareholder(s)”, “core connected person(s)” and “substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules;
“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;
“Connected Person”	has the meaning ascribed thereto in the Listing Rules;

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“Consultation Conclusions”	the Consultation Conclusions on Proposed Amendments to the Listing Rules relating to Share Schemes of Listed Issuers and Housekeeping Rule Amendment published by the Stock Exchange in July 2022
“Director(s)”	the director(s) of the Company from time to time;
“Eligible Participant(s)”	(a) Employee Participant(s); (b) Related Entity Participant(s); and (c) Service Provider(s), and for the purpose of the 2024 Share Option Scheme, the Options may be made to a vehicle (such as trust or a private company) or similar arrangement for the benefit of a specified Eligible Participant subject to the fulfilment of requirements of the Listing Rules (including but not limited to a waiver from the Stock Exchange, where applicable);
“Employee Participant(s)”	any director or employee (whether full time or part time, including any executive director and including any person who has entered into an employment contract with the Group or any of its Subsidiaries, provided that the commencement date of his tenure under the employment contract shall fall on a date before the vesting date and such employment contract shall remain valid and subsisting up to and including the vesting date, and provided further that, such person shall not be regarded as an Employee Participant if he dies before the commencement date of his tenure under the employment contract) of the Company or any subsidiary;
“Exercise Price”	the price per Share at which a Grantee may subscribe for Shares upon the exercise of an Option pursuant to the terms and conditions of the 2024 Share Option Scheme;
“GCL Energy Technology”	GCL Energy Technology Co. Ltd. 協鑫能源科技股份有限公司, a company incorporated in the PRC with its shares listed on the SZSE, with stock code 002015;
“GCL Technology”	GCL Technology Holdings Limited 協鑫科技控股有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange, with stock code 3800;

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“GCL System Integration”	GCL System Integration Technology Co., Ltd. 協鑫集成科技股份有限公司, a company incorporated in the PRC with its shares listed on the SZSE, with stock code 002506;
“Golden Concord”	Golden Concord Holdings Limited 協鑫(集團)控股有限公司, a company controlled by the Mr. Zhu Gongshan;
“Golden Concord Group Limited (PRC)”	Golden Concord Group Limited (協鑫集團有限公司), a company controlled by the Zhu Family Trust;
“Grantee”	any Eligible Participant who accepts the Offer in accordance with the terms of the 2024 Share Option Scheme, and where the context permits, any person who is entitled to any such Option in consequence of the death of the original Grantee (being an individual);
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders;
“Latest Practicable Date”	16 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time;
“Nomination Committee”	the nomination committee of the Company;
“Nomination Policy”	the nomination policy of the Company;
“Offer”	an offer by the Company to an Eligible Participant to accept an Option in accordance with the 2024 Share Option Scheme;

DEFINITIONS

“Option(s)”	right(s) to subscribe for Share(s) granted pursuant to the 2024 Share Option Scheme;
“PRC”	the People’s Republic of China, which for the purpose of this circular excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan;
“Related Entity Participant”	any director or employee (whether full time or part time but excludes any former employee unless such former employee otherwise qualifies as an Eligible Participant) of the holding companies, fellow subsidiaries or associated companies of the Company;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to enable them to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders;
“Scheme Mandate Limit”	a limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted under all share scheme(s)/plan(s), which must not exceed 10% of the issued Shares as at the date of approval of this limit by the Shareholders at a general meeting;
“Service Provider(s)”	any person (whether a natural person, a corporate entity or otherwise) who provides services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, including but not limited to person(s) who work for the Company as independent contractors (including advisers, consultants, contractors, agents or service providers of any member of the Group) where the continuity and frequency of their services are akin to those of employees, but excluding placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions or professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity;

DEFINITIONS

“Service Provider Sub-limit”	a sub-limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted under all share scheme(s) to the Service Providers, which must not exceed 1% of the issued Shares as at the date of approval of this sub-limit by the Shareholders at a general meeting;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;
“Share(s)”	ordinary share(s) of one-twelfth (1/12) of a Hong Kong dollar each (equivalent to HK\$0.083) in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“SSE”	Shanghai Stock Exchange;
“Stock Exchange” or “HKEX”	The Stock Exchange of Hong Kong Limited;
“SZSE”	Shenzhen Stock Exchange;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission, as amended and supplemented from time to time;
“Zhu Family Trust”	the discretionary trust known as “Asia Pacific Energy Fund”, of which Mr. Zhu Gongshan (an executive Director) and his family (including Mr. Zhu Yufeng, an executive Director and son of Mr. Zhu Gongshan) are beneficiaries; and
“%”	per cent.

The English transliteration of the Chinese name(s) in this circular, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhu Gongshan (*Chairman*)
Mr. Zhu Yufeng (*Vice Chairman*)
Mr. Wang Dong (*President*)
Mr. Gu Zengcai

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

Ms. Sun Wei
Mr. Yeung Man Chung, Charles
Mr. Fang Jiancai

*Head office and principal place of
business in Hong Kong:*

Unit 1707A, Level 17
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Independent non-executive Directors:

Mr. Lee Conway Kong Wai
Mr. Wang Yanguo
Dr. Chen Ying
Mr. Cai Xianhe

23 April 2024

Dear Shareholders,

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS,
(2) GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
(3) TERMINATION OF THE 2014 SHARE OPTION SCHEME
AND ADOPTION OF THE 2024 SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the re-election of Directors; (ii) the grant of the Issue Mandate (including the extension of the Issue Mandate) and the Repurchase Mandate; and (iii) the termination of the 2014 Share Option Scheme and adoption of the 2024 Share Option Scheme.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with article 84 of the Bye-laws, Mr. Zhu Yufeng, Mr. Yeung Man Chung, Charles, Mr. Lee Conway Kong Wai and Mr. Wang Yanguo shall retire by rotation at the AGM and all being eligible, will offer themselves for re-election, and ordinary resolutions as set out in resolutions 2(i), 2(ii), 2(iv) and 2(v) respectively will be put forward to the Shareholders at the AGM.

Reference is made to the announcement of the Company dated 27 October 2023 regarding the appointment of Mr. Gu Zengcai as Directors of the Company. Pursuant to article 83(2) of the Bye-laws and paragraph 4(2) of Appendix A1 of the Listing Rules, Mr. Gu Zengcai shall hold office only until the following annual general meeting of the Company after his appointment and be subject to re-election at the AGM, and ordinary resolution as set out in resolution 2(iii) will be put forward to the Shareholders at the AGM.

Recommendation of the Nomination Committee

On 25 March 2024, the Nomination Committee has reviewed the Board's composition, and noted that, pursuant to the Company's Bye-laws, Mr. Zhu Yufeng, Mr. Yeung Man Chung, Charles, Mr. Lee Conway Kong Wai, Mr. Wang Yanguo and Mr. Gu Zengcai shall retire and be eligible for re-election at the AGM and nominated these Directors to the Board for it to recommend to Shareholders for re-election at the AGM. Mr. Wang Yanguo, who was a member of the Nomination Committee, abstained from voting on the nomination when he is being considered.

The nomination was made in accordance with the Nomination Policy and took into account the structure, size, diversity and composition of the Board, the diversity aspects (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy. The Nomination Policy and the Board Diversity Policy are available under the "About Us" section of the Company's website (<http://www.gclnewenergy.com>).

The Board and the Nomination Committee has evaluated the performance of Mr. Zhu Yufeng, Mr. Yeung Man Chung, Charles, Mr. Lee Conway Kong Wai, Mr. Wang Yanguo and Mr. Gu Zengcai and was of a view that each of them has been contributing to the Group effectively and are committed to their roles as Directors by bringing to the Board their own perspective, skills and experience.

Mr. Lee Conway Kong Wai and Mr. Wang Yanguo have served as an independent non-executive Director of the Company for more than nine years since May 2014 and February 2015 respectively. Pursuant to Code B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders.

LETTER FROM THE BOARD

In accordance with the nomination policy, in the context of re-appointment of retiring Directors, the Nomination Committee has recommended to the Board the re-appointment of Mr. Lee Conway Kong Wai and Mr. Wang Yanguo by giving due consideration to the overall contribution and service to the Company by them, including the attendance of Board meetings and general meetings, and the level of participation and performance on the Board.

The factors considered by the Nomination Committee in respect of the re-appointment of Mr. Lee Conway Kong Wai are as follows:

- (A) The Nomination Committee is satisfied with Mr. Lee Conway Kong Wai's performance in discharging his duties as an independent non-executive Director, including his attendance and active participation in Board meetings and committee meetings, in which he contributed to the development of the Company's strategy and policies through independent, constructive and informed opinion supported by his skill, expertise and qualification:
 - (1) For the financial year ended 31 December 2022, Mr. Lee Conway Kong Wai recorded full attendance at the relevant meetings, including 6 Board meetings, 3 Audit Committee meetings, 1 Corporate Governance Committee meeting, 1 Remuneration Committee meeting, 2 special general meetings and the annual general meeting convened in 2022 which he was eligible to attend; and
 - (2) During the past financial year, Mr. Lee Conway Kong Wai recorded almost full attendance at the relevant meetings, including 5 Board meetings, 4 Audit Committee meetings, 1 Corporate Governance Committee meeting, 1 Remuneration Committee meeting, 1 special general meeting and the annual general meeting convened in 2023 which he was eligible to attend.
- (B) Based on the biographical information disclosed to the Company, Mr. Lee Conway Kong Wai does not hold seven or more listed company directorships and he continues to demonstrate his ongoing commitment to his role with the Company, which is supported by the abovementioned attendance records at Board meetings and committee meetings;
- (C) Mr. Lee Conway Kong Wai is a Certified Public Accountant in Hong Kong, the United Kingdom, Australia and Macau. The Nomination Committee notes that Mr. Lee Conway Kong Wai has provided valuable contributions to the Company. The Nomination Committee believes that his skills and knowledge, and experience in the Company's affairs will continue to benefit the Board; and
- (D) In addition to Mr. Lee Conway Kong Wai's current appointments as independent non-executive director in other listed companies, he held previous directorships in a number of listed companies. The Nomination Committee considers Mr. Lee Conway Kong Wai's extensive experience across different industries to be beneficial in broadening the perspectives and enhancing the diversity of the Board.

LETTER FROM THE BOARD

The factors considered by the Nomination Committee in respect of the re-appointment of Mr. Wang Yanguo are as follows:

- (A) The Nomination Committee is satisfied with Mr. Wang Yanguo's performance in discharging his duties as an independent non-executive Director, including his attendance and active participation in Board meetings and committee meetings, in which he contributed to the development of the Company's strategy and policies through independent, constructive and informed opinion supported by his skill, expertise and qualification:
 - (1) For the financial year ended 31 December 2022, Mr. Wang Yanguo recorded almost full attendance at the relevant meetings, including 4 Board meetings, 1 Nomination Committee meeting, 1 Remuneration Committee meeting, 2 special general meetings and the annual general meetings convened in 2022 which he was eligible to attend; and
 - (2) During the past financial year, Mr. Wang Yanguo recorded full attendance at the relevant meetings, including 5 Board meetings, 1 Nomination Committee meeting, 1 Remuneration Committee meeting, 2 special general meetings and the annual general meeting convened in 2023 which he was eligible to attend.
- (B) Based on the biographical information disclosed to the Company, Mr. Wang Yanguo does not hold seven or more listed company directorships and he continues to demonstrate his ongoing commitment to his role with the Company, which is supported by the abovementioned attendance records at Board meetings and committee meetings;
- (C) Mr. Wang Yanguo has extensive experience in mergers and acquisitions as well as corporate finance. The Nomination Committee notes that Mr. Wang Yanguo has provided valuable contributions to the Company. The Nomination Committee believes that his skills and knowledge, and experience in the Company's affairs will continue to benefit the Board; and
- (D) Mr. Wang Yanguo held management roles in a number of securities companies. The Nomination Committee considers Mr. Wang Yanguo's extensive experience in the corporate finance field to be beneficial in broadening the perspectives and enhancing the diversity of the Board.

In light of the above, the Nomination Committee considers that Mr. Lee Conway Kong Wai and Mr. Wang Yanguo have the character, integrity, ability and experience to continue to fulfill their role as required effectively. There is no evidence that their over nine years of services with the Company would have any impact on their independence which, on the contrary, is an asset to the Company. The Nomination Committee was of the view that each of them has been contributing to the Group effectively and was satisfied with the independence of each of Mr. Lee Conway Kong Wai and Mr. Wang Yanguo with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

The Board is satisfied that notwithstanding that Mr. Lee Conway Kong Wai and Mr. Wang Yanguo have served the Company for more than nine years, their independence is not affected by their tenure with the Company and their professional knowledge will continue to offer valuable contribution to the Board, the Company and the Shareholders as a whole. Hence, the Board recommends Mr. Lee Conway Kong Wai and Mr. Wang Yanguo to be re-elected at the AGM.

In view of the above, the Board recommended that each of Mr. Zhu Yufeng, Mr. Yeung Man Chung, Charles, Mr. Lee Conway Kong Wai, Mr. Wang Yanguo and Mr. Gu Zengcai to stand for re-election by Shareholders at the AGM. The Board considers that their re-election as Directors is in the best interest of the Company and the Shareholders as a whole. Mr. Zhu Yufeng, Mr. Yeung Man Chung, Charles, Mr. Lee Conway Kong Wai, Mr. Wang Yanguo and Mr. Gu Zengcai abstained from voting on their nomination at the Board meeting on 25 March 2024 and all of them have indicated their willingness to offer themselves for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, the biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 30 May 2023, the Directors were granted a general mandate to allot, issue and deal with new Shares and to exercise the powers of the Company to repurchase Shares in issue. Such general mandate will lapse at the conclusion of the AGM. The Directors therefore propose to seek your approval of the ordinary resolutions to be proposed at the AGM to renew the Issue Mandate and the Repurchase Mandate.

Issue Mandate

At the AGM, an ordinary resolution as set out in resolution 4(i) will be proposed such that the Directors be given an unconditional issue mandate to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issuance of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of passing of the relevant resolution granting of the Issue Mandate.

In addition, an ordinary resolution as set out in resolution 4(iii) will be proposed to extend the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate.

Repurchase Mandate

At the AGM, an ordinary resolution as set out in resolution 4(ii) will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of passing of the relevant resolution granting of the Repurchase Mandate.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the number of issued Shares is 1,167,435,772. Subject to the passing of the resolution 4(ii) for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 116,743,577 Shares.

An explanatory statement containing all the reasonably necessary information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate at the AGM is set out in Appendix II to this circular.

Termination of the 2014 Share Option Scheme

The 2014 Share Option Scheme was approved and adopted by the Shareholders at the annual general meeting of the Company held on 15 October 2014. Apart from the 2014 Share Option Scheme, the Company has no other share option scheme or share award plan currently in force.

Pursuant to the Consultation Conclusions, Chapter 17 of the Listing Rules have been amended with effect from 1 January 2023. In light of the above, the Company proposes to terminate the 2014 Share Option Scheme and adopt the 2024 Share Option Scheme to replace the 2014 Share Option Scheme.

For illustration purposes, the maximum number of Shares which may be issued upon exercise of all options to be granted under the existing scheme mandate limit of the 2014 Share Option Scheme is 105,368,577 Shares, being not more than 10% of the issued share capital of the Company as at 21 May 2021, the date of passing the ordinary resolution approving the refreshment of the scheme mandate under the 2014 Share Option Scheme. Since the adoption of the 2014 Share Option Scheme and up to the Latest Practicable Date, the Company has granted options relating to 72,605,937 Shares under the 2014 Share Option Scheme, representing approximately 6.22% of the total issued Shares of which options relating to 12,175,000 Shares were granted to directors and options relating to 60,430,937 Shares were granted to other eligible grantees. As at the Latest Practicable Date, none of the options had been exercised, 37,011,999 options had lapsed and 14,258,489 options had been canceled. As at the Latest Practicable Date, 21,128,715 options granted (of which 18,783,340 options have not been vested under the 2014 Share Option Scheme remained outstanding and will continue to be valid and exercisable during their prescribed exercise periods in accordance with the 2014 Share Option Scheme. The Company has no intention to grant any options under the 2014 Share Option Scheme from the Latest Practicable Date to the date of the Annual General Meeting.

Pursuant to the terms of the 2014 Share Option Scheme, the Board may at any time terminate the operation of the 2014 Share Option Scheme, and in such event, no further options will be offered but the provisions of the 2014 Share Option Scheme shall remain in force in all other respects to the extent necessary to give effect to the exercise of the options granted prior to the termination.

LETTER FROM THE BOARD

Adoption of the 2024 Share Option Scheme

The purpose of the 2024 Share Option Scheme is to recognise and acknowledge the contributions that Eligible Participants have made or may make to the Group, and to provide the Eligible Participants with an opportunity to acquire proprietary interests in the Company with the view to achieving the principal objectives of (a) motivating the Eligible Participants to optimise their performance and efficiency for the benefit of the Group; and (b) attract and retain or otherwise maintain ongoing business relationship with the Eligible Participants whose contributions are, will or expected to be beneficial to the Group. A summary of the principal rules of the 2024 Share Option Scheme is set out in Appendix III to this circular. The Directors believe that the provisions as well as such other terms as may be determined by the Board, will serve to protect the value of the Company as well as to achieve the purpose of the 2024 Share Option Scheme.

The Company is of the view that the independence and impartiality of the independent non-executive Directors will not be impaired by any potential grant of the Options under the 2024 Share Option Scheme for the following reasons: (i) the independent non-executive Directors will continue to comply with the independence requirement under Rule 3.13 of the Listing Rules; (ii) approval by independent Shareholders will be required if any Option is to be granted to independent non-executive Directors or any of their respective associates would result in the total number of Shares issued and to be issued upon exercise of all the Options granted and to be granted to such person in the period of 12 months up to and including the date of the grant representing in aggregate over 0.1% of the Shares in issue; and (iii) the Board will be mindful of the recommended best practice E.1.9 of the corporate governance code set out in Appendix C1 to the Listing Rules which recommends that issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive directors when considering any future grants of Options to the independent non-executive Directors.

None of the Directors is a trustee of the 2024 Share Option Scheme or has a direct or indirect interest in the trustees of the 2024 Share Option Scheme (if any). There is no trustee appointed for the purposes of the 2024 Share Option Scheme.

It is proposed that subject to the approval of the Shareholders at the Annual General Meeting of the adoption of the 2024 Share Option Scheme and the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which fall to be allotted and issued upon the exercise of the Options that may be granted under the 2024 Share Option Scheme, the 2024 Share Option Scheme will take effect.

A summary of the principal terms of the 2024 Share Option Scheme is set out in Appendix III to this circular. This serves as a summary of the terms of the 2024 Share Option Scheme but does not constitute the full terms of the same. The terms of the 2024 Share Option Scheme are in line with the latest requirement under Chapter 17 of the Listing Rules. A copy of the rules of the 2024 Share Option Scheme has been published and will remain on the Company's website at www.gclnewenergy.com and the Stock Exchange's website at www.hkexnews.hk for display for a period of not less than 14 days before the date of the AGM and such rules will be made available for inspection at the AGM.

LETTER FROM THE BOARD

Other Details of the 2024 Share Option Scheme

Eligible Participants

The rules of the 2024 Share Option Scheme enable the Company to grant options to Eligible Participants including Employee Participants, Service Providers and Related Entity Participants. For the avoidance of doubt, the Service Providers exclude placing agents or financial advisers providing advisory services to the Group for fundraising, mergers or acquisitions; and professional service providers such as auditors or valuers who provide assurance or are required to perform their services to the Group with impartiality and objectivity.

The Board may determine the Employee Participants' eligibility by considering all relevant factors as appropriate and take into account criteria based on the nature of the contributions made by Service Providers and Related Entity Participants before granting options to them. The Board in determining whether the Service Providers are eligible to participate in the 2024 Share Option Scheme will consider whether such services are in line with the Company's business need and the industry norm, desirable and necessary from a commercial perspective and help maintain or enhance the competitiveness of the Group, having regard to the Group's key business and market focuses from time to time.

The basis of determining the eligibility of each Eligible Participant, including the criteria for determining a person's eligibility under each category of Eligible Participant, shall be determined by the Board from time to time. For details of the eligibility of each category of Eligible Participants, please refer to Appendix III to this circular.

The executive Directors are of the view that the eligibility of Employee Participants, Related Entity Participants and Service Providers to participate in the 2024 Share Option Scheme is consistent with the purposes of the 2024 Share Option Scheme. The independent non-executive Directors also share the same view as the executive Directors because this will enable the Group to use share incentives to encourage persons both inside and outside of the Group to contribute to the Group and align the mutual interests of each party, as the Company on one hand and the Employee Participants, Related Entity Participants and Service Providers on the other hand, by holding on to equity incentives, will mutually benefit from the long-term growth of the Group.

LETTER FROM THE BOARD

The executive Directors are of the view that apart from the contributions from directors and employees, the success of the Group might also come from the efforts and contributions from non-employees (including Related Entity Participants and Service Providers) who have contributed to the Group or may contribute to the Group in the future. The grant of Options to Related Entity Participants and Service Providers would not only align the interest of the Group with such grantees, but also strengthen their loyalty to the Group and provide incentives for (i) a higher degree of their participation and involvement in promoting the business of the Group; (ii) their joint and collaborative efforts in co-creating value for the Group's customers; and (iii) maintaining a stable and long-term relationship with the Group. The independent non-executive Directors also share the same view as the executive Directors, and are of the view that based on the reasons above, the adoption of 2024 Share Option Scheme with such scope of Eligible Participants will enable the Group to use equity incentives to encourage persons within and outside the Group to continue to contribute to the growth and development of the Group's business, and therefore aligns with the purpose of the 2024 Share Option Scheme. Furthermore, through the grant of Options, the interest of such Related Entity Participants and Service Providers will be aligned with that of the Group in promoting the growth and development of the Group's business.

In respect of the Related Entity Participants, the Company and the Related Entity Participants have always had a close working relationship. In assessing the eligibility of Related Entity Participants, the Board will consider, among other things, their participation and contribution to the development of the Group and/or the extent of benefits and synergies brought to the Group. Despite that Related Entity Participants may not be directly appointed and employed by the members of the Group, such Related Entity Participants are nonetheless valuable human resources to the Group given their close corporate and collaborative relationships. They may be involved in business engagements relating to or having connections with the Group's businesses. The Company feels that it is important to recognise the contribution or future contribution of such Related Entity Participants by giving them incentive through their participation in the 2024 Share Option Scheme. In particular, for those related entities in which the Group has significant interest, their growth and development would contribute to the financial performance of the Group, thereby allowing the Group to share and benefit from the positive results of these related entities. It is therefore in the interest of the Company and the Shareholders, and is in line with the objectives of the 2024 Share Option Scheme to include the Related Entity Participants, who the Company can incentivise with the grant of share options and/or award shares in order to strengthen their loyalty with the Group even though they may not be directly employed by the Group, and to in turn facilitate a higher degree of collaboration and closer business relationships and ties between the related entities and the group; while the related entities may consider granting share options to those employees, given that the same employees may be utilized by the Company to assist with its projects, they would also provide service to the Company despite not being directly employed by the Group, and hence the Board is of the view that it would be in the Company's interest to also grant share options to those Related Entity Participants in recognition of their contribution to the Company.

LETTER FROM THE BOARD

In respect of the Service Providers, the Group has, in its ordinary and usual course of business, always relied on and collaborated with independent contractors (including advisers, consultants, contractors, agents, or service providers of any member of the Group). It is believed that the Group's success is attributable to the high quality of goods and services provided by such persons and entities. Moreover, Service Providers may not always be able to serve as full-time or part-time employees of the Group due to a variety of reasons. For example, these persons may have stepped down from employment position with the Group, or they may be experienced in their own fields and professionals with lots of business connections but cannot serve the Group as employees, or they may prefer to remain self-employed.

The Service Providers contribute to the long-term growth of the Group by advising or consulting on a set of specialised skills and knowledge in the business activities of the Group. As these Service Providers possess industry-specific knowledge or expertise and often have extensive experience and understanding of the market, they are able to provide insight on specific matters relating to the Group's core operations such as natural gas and photovoltaic projects. For instance, they may provide consulting services relating specifically to the construction, installation and maintenance of natural gas and photovoltaic projects. The strategic advice and guidance provided by engaging these Service Providers benefit the Group in its ordinary and usual course of business and often allows it to more effectively plan its future business strategies for long-term growth. The Company had engaged aforementioned Service Providers in the past in its ordinary and usual course of business.

Based on the above, the executive Directors are of the view that the inclusion of the Related Entity Participants and Service Providers in the 2024 Share Option Scheme is in line with the purpose of the 2024 Share Option Scheme, is fair and reasonable and in the interests of the Company and the Shareholders as a whole. The independent non-executive Directors also share the same view as the executive Directors above because such inclusion would give the Company the flexibility to grant options (instead of cash reward or other settlement) to the Related Entity Participants and Service Providers when necessary. In addition, the independent non-executive Directors consider that the proposed categories of Related Entity Participants and Service Provider Participants above are in line with the Group's business needs and industry norm of providing equity based payment to stakeholders in order to align interests and incentivise performance and contribution, as it is desirable and necessary to sustain and foster these business relationships on a long-term basis and that the criteria for the selection of Eligible Participants align with the purpose of the 2024 Share Option Scheme.

LETTER FROM THE BOARD

Scheme Limit and Service Provider Limit

The maximum total number of new Shares which may be issued upon exercise of all options and awards to be granted under the 2024 Share Option Scheme and other share schemes must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date. As at the Latest Practicable Date, there were an aggregate of 1,167,435,772 Shares in issue. Assuming there is no issue or repurchase of Shares from the Latest Practicable Date to the date of the Annual General Meeting on which the 2024 Share Option Scheme are expected to be conditionally approved and adopted by the Shareholders, the maximum number of Shares that can be issued upon exercise of the options under the 2024 Share Option Scheme and other share schemes is 116,743,577 Shares, representing 10% of the Shares in issue.

The Board has also set the Service Provider Sub-limit in respect of the total number of new Shares which may be issued upon exercise of all options to be granted under the 2024 Share Option Scheme and other share schemes, to be 1% of the total number of Shares in issue on the Adoption Date. Assuming there is no issue or repurchase of Shares from the Latest Practicable Date to the date of the Annual General Meeting on which the 2024 Share Option Scheme is expected to be conditionally approved and adopted by the Shareholders, the maximum number of Shares that can be issued under the Service Provider Sub-limit upon exercise of the options under the 2024 Share Option Scheme and other share schemes is 11,674,357 Shares, representing 1% of the Shares in issue.

The basis for determining the Service Provider Sub-limit (namely, 1% of the total number of Shares in issue on the Adoption Date) includes (i) the potential dilution effect arising from grants to the Service Providers; (ii) the importance of striking a balance between achieving the purpose of the 2024 Share Option Scheme and protecting the Shareholders from the dilution effect from granting a substantial amount of options and awarded shares to the Service Providers; (iii) the extent of use of Service Provider in the Group's businesses, the current payment and/or settlement arrangement with the Service Providers; (iv) the expected contribution to the development and growth of the Company attributable to the Service Providers; and (v) the fact that the Company expects that a majority of Share Options will be granted to the Employee Participants and as such there is a need to reserve a larger portion of the Scheme Limit for grants to the Employee Participants. Given the above, the Board considers that a Service Provider Sub-limit of 1% would not lead to an excessive dilution of shareholding of the existing Shareholders and is appropriate and reasonable. Further, taking into account that (i) the Company has no other share schemes other than the 2024 Share Option Scheme; and (ii) the assessment criteria for the selection of Service Providers as disclosed in the paragraph headed "Eligible Participants" above allows the flexibility for the Board to consider and evaluate a variety of factors at its discretion to ensure the grant of Options are to eligible Service Providers, the Board (including the independent non-executive Directors) is of the view that, the Service Provider Sub-limit is in line with the Company's business needs, and aligns with the purpose of the Scheme and the long term interests of the Company and the Shareholders as a whole.

The Service Provider Sub-limit is subject to separate approval by the Shareholders at the Annual General Meeting.

LETTER FROM THE BOARD

Vesting Period

Pursuant to the 2024 Share Option Scheme, the relevant vesting period shall not be less than twelve (12) months.

There could be a shorter vesting period at the discretion of the Board or the Committee under each of the following circumstances in relation to Grant to the Employee Participants:

1. grants of “make-whole” rewards to new employees to replace the share awards they forfeited when leaving the previous employers;
2. grants to a participant whose employment is terminated due to death or disability or occurrence of any out-of-control event;
3. grants with performance-based vesting conditions in lieu of time-based vesting criteria as determined in the conditions of grant as there is a need for the Company to retain flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified, and the Company should be allowed discretions to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition, and thus should have flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances;
4. grants that are made in batches during a year for administrative and compliance reasons which may include options that should have been granted earlier but had to wait for a subsequent batch, in such cases, the vesting date may be adjusted to take account of the time from which the options/awards would have been granted if not for such administrative or compliance requirements; and
5. grants with a mixed or accelerated vesting schedule such as where the awards may vest evenly over a period of twelve (12) months.

In respect of any grant of Options to Directors or senior managers with a shorter vesting period due to any of the above circumstances, the Remuneration Committee shall also consider and explain why such circumstances for a shorter vesting period is appropriate.

The Board and the Remuneration Committee noted that in respect of (a) above, the “make-whole” Options may be vested in less than 12 months in order to compensate the new joiners for their forfeited benefits; in respect of (b) above, termination of employment may result in earlier lapse of the Options; in respect of (c) above, grants of Options in batches may result in some of the Options being vested earlier to reflect the otherwise earlier time of grant; in respect of (d) above, grants with mixed or accelerated vesting schedule may result in Options being vested earlier upon occurrence of the triggering events and in respect of (e) above, performance based vesting conditions may be satisfied within 12 months from grant.

LETTER FROM THE BOARD

The Board and the Remuneration Committee consider that by having the flexibility of having a shorter vesting period for the Employee Participants in accordance with the above circumstances, the Group will be in a better position to attract and retain Employee Participants to continue serving the Group whilst at the same time providing them with further incentive in achieving the goals of the Group, and thereby to achieve the purpose of the 2024 Share Option Scheme. Hence the Board and the Remuneration Committee are of the view that the shorter vesting period for the Employee Participants under the above circumstances is in line with the market practice and is appropriate and aligns with the purpose of the 2024 Share Option Scheme.

Performance target and clawback mechanism

The rules of the 2024 Share Option Scheme will give the Board absolute discretion to impose specific performance targets, if any, that must be met before an Option can be exercised or to prescribe such clawback mechanism, if any, to recover or withhold any remuneration to any Eligible Participants in the event of serious misconduct, a material misstatement in the Company's financial statements or other circumstances where appropriate.

If performance targets are imposed, the Board may assess such performance targets against common corporate-wide or subsidiary, division, operating unit, line of business, project, geographic or individual key performance indicators, which may include cash flow; earnings; earnings per share; market value added or economic value added; profits; return on assets; return on equity; return on investment; sales; revenue; Share price; total Shareholder return; customer satisfaction metrics; reviews; and such other goals as the Board may determine from time to time.

If a clawback mechanism is imposed, the Board will take into account individual circumstances when devising such mechanism such as the role of the holder of the options, the purpose of the grant (for example whether as recognition of past contribution or as incentive to motivate such holder of the options/awards to contribute to the Group in the future on an ongoing basis), whether it would be particularly burdensome and complicated to implement the clawback mechanism, whether there are any tax implications etc.

The Company considers that it is not practicable to expressly set out a generic set of performance targets in the rules of the 2024 Share Option Scheme since each Eligible Participant has a different position/role with respect to the Group or the Related Entity and will contribute differently to the Group in nature, duration and significance. While there is no specific performance target prescribed under the rules of 2024 Share Option Scheme at the outset, the Board may, in respect of each grant of Option and subject to all applicable laws, rules and regulations, determine and specify in the notice of grant such performance target(s) for vesting of the Options in its sole and absolute discretion considers appropriate in light of the particular circumstances of the Option. By giving maximum flexibility for the Board to impose specific conditions in the notice of grant as and when required, the Board will be able to ensure that all Options granted will align with the purpose of the 2024 Share Option Scheme as far as possible.

LETTER FROM THE BOARD

The Board believes that it is in the best interests of the Company to retain the flexibility to impose appropriate conditions in light of the particular circumstances of each grant, which would then be a more meaningful reward for the Eligible Participants' contribution or potential contribution. Further, by allowing the Company to grant options under the 2024 Share Option Scheme at a price which will be determined on a fair basis according to market value of the Shares and to impose such clawback mechanism and/or require the Eligible Participant to achieve such performance targets as may be stipulated in the offer letter on a case by case basis, the Company may be in a better position to retain such Eligible Participants to continue serving the Company whilst at the same time providing these Eligible Participants further incentive in achieving the goals of the Group, and therefore aligns with the purpose of the 2024 Share Option Scheme.

Exercise price

The Exercise Price for any Share under the 2024 Share Option Scheme shall be a price determined by the Board at its absolute discretion and notified to each Grantee and shall not be less than the highest of: (a) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a Business Day; (b) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the date of grant of the relevant option; and (c) the nominal value of a Share on the date of grant.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Sheung Wan, Hong Kong on 23 May 2024 at 11 a.m. is set out on pages 47 to 51 of this circular.

A proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company respectively as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the appendices to this circular.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 20 May 2024 to 23 May 2024, both days inclusive, during which period no transfer of Shares will be registered, in order to determine the entitlement to attend and vote at the AGM. In order to be entitled to attend and vote at the AGM, unregistered holders of Shares should ensure that 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 17 May 2024.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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

APPENDIX I DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Details of the Directors proposed to be re-elected at the AGM, are set out below:

MR. ZHU YUFENG

Aged 42, an executive Director appointed on 11 December 2015. Mr. Zhu is also the Vice Chairman of the Board, the chairman of the Risk Assessment Committee and the Corporate Governance Committee, a member of the Remuneration Committee and a director of several subsidiaries of the Company. He acted as the Chairman and chairman of the Nomination Committee from December 2015 to September 2022 and the President from December 2020 to September 2022. He also acted as a non-executive Director and the Vice Chairman of the Company from February 2015 to December 2015. Mr. Zhu Yufeng is the son of Mr. Zhu Gongshan.

Mr. Zhu currently serves as an executive director and vice chairman of GCL Technology, the chairman of GCL Energy Technology and the chairman of GCL System Integration, the committee secretary of CPC GCL Group Limited (中共協鑫集團有限公司), vice chairman and president of Golden Concord, a member of the Standing Committee of All-China Youth Federation, vice president of Chinese Young Entrepreneurs' Association, vice chairman of China Electricity Council, vice president of General Chamber of Commerce of Jiangsu Province, president of Jiangsu Youth Chamber of Commerce, and member of the 14th and 15th committees of CPPCC in Suzhou City. In addition, Mr. Zhu was honored as one of the “2017 Top Ten People of the Year for China New Energy (2017中國新能源十大年度人物)”, “2017 Virtuous Leadership Award (2017年度臻善領袖獎)”, “2021 China Energy Industry Leader (2021年度中國能源行業領軍人物)” and “2023 Jiangsu Finance & Economics Person (2023江蘇財經人物)”, etc. Mr. Zhu graduated from George Brown College (Business Administration Faculty).

As at the Latest Practicable Date, Mr. Zhu and his family are the beneficiaries of a discretionary trust. Mr. Zhu is deemed to have 284,022,559 shares of the Company held through trust. Mr. Zhu also has an interest in 875,000 share options of the Company.

Save as disclosed above, Mr. Zhu does not (i) hold any position in the Company or any of its subsidiaries nor has any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) hold any other directorships in public companies where the securities of which were listed on any securities market in Hong Kong or overseas in the past three years; and (iii) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. Zhu in relation to his appointment as an executive Director. Mr. Zhu has been appointed for a term of three years, subject to retirement by rotation and re-election in accordance with the Bye-laws. The current remuneration of Mr. Zhu is HK\$4,000,000 per annum, and he may be entitled to a discretionary bonus and share options granted by the Company pursuant to the Company's share option scheme. His annual emolument was determined by the Board based on the recommendation of the Remuneration Committee, with reference to the market rate for the position, the remuneration policy of the Company, his qualifications, experience, and duties and responsibilities with the Company.

APPENDIX I DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Zhu.

MR. GU ZENGCAI

Aged 60, an executive Director appointed on 27 October 2023. Mr. Gu is also a member of each of the Corporate Governance Committee and the Risk Assessment Committee. Mr. Gu is currently the vice president of Golden Concord Group Limited (PRC) and the general manager of its property rights management centre. Mr. Gu is also an executive director of Shanghai Hengfu Sanchuan Equity Investment Co., Ltd. (上海恆富三川股權投資有限公司), a non-executive director of ArtGo Holdings Limited (HKEX stock code: 03313) and an independent director of Shenzhen Jianyi Decoration Group Co., Ltd. (深圳市建藝裝飾集團股份有限公司) (SZSE stock code: 002789).

Mr. Gu worked for the finance division of Printing and Dyeing Mill of Yancheng City, Jiangsu (江蘇省鹽城市印染廠) from July 1982 to September 1993 in the capacities of deputy chief in charge and the chief in charge. He also worked as a director of the audit department and vice manager of the finance department at Zhuhai Port Co., Ltd. (珠海港股份有限公司) (formerly known as Zhuhai Fuhua Group Co., Ltd. (珠海富華集團股份有限公司)) (SZSE stock code: 000507) from October 1993 to August 1994. From September 1994 to April 2002, Mr. Gu served as an executive deputy director of Zhuhai Huayin City Credit Cooperatives (珠海華銀城市信用合作社), and president of the branch of China Resources Bank of Zhuhai Co., Ltd. (珠海華潤銀行) (formerly known as Zhuhai Commercial Bank (珠海城市商業銀行)) (the “CR Bank”), the general manager of the capital planning department and of the finance department, the office director of the policy research centre and the general manager of the credit department of the main office of the CR Bank. From May 2002 to August 2012, Mr. Gu was the chief accountant and deputy general manager of Zhuhai Jiuzhou Holdings Group Co., Ltd. (珠海九洲控股集團公司). Mr. Gu was also an executive director of the Zhuhai Holdings Investment Group Limited (HKEX stock code: 908) (formerly known as Jiuzhou Development Company Limited) from October 2003 to August 2012 and the deputy chairman of the board of directors in the same company from August 2006 to August 2012. From June 2021 to May 2023, Mr. Gu was an independent director of GCL System Integration Technology Co., Ltd. (協鑫集成科技股份有限公司) (SZSE stock code: 002506). Mr. Gu graduated from the profession of industrial accounting school of Jiangsu Radio and TV University (江蘇廣播電視大學) in 1986. Mr. Gu obtained the certificate of the accountant and auditor in the year of 1992 and the certificate of Chinese Public Accountant in 1993.

As at the Latest Practicable Date, Mr. Gu does not have any interests in the shares of the Company.

APPENDIX I DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Save as disclosed above, Mr. Gu does not (i) hold any position in the Company or any of its subsidiaries nor has any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) hold any other directorships in public companies where the securities of which were listed on any securities market in Hong Kong or overseas in the past three years; and (iii) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. Gu in relation to his appointment as an executive Director. Mr. Gu has been appointed for a term of three years, subject to retirement by rotation and re-election in accordance with the Bye-laws. No remuneration is payable for Mr. Gu, but he may be entitled to a discretionary bonus and share options granted by the Company pursuant to the Company's share option scheme. His remuneration may be further reviewed by the Board and the Remuneration Committee at regular intervals.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Gu.

MR. YEUNG MAN CHUNG, CHARLES

Aged 56, a non-executive Director appointed on 18 September 2015. Mr. Yeung is also a member of the Corporate Governance Committee of the Company. He is currently an executive director, the chief financial officer, the company secretary of GCL Technology, and an independent non-executive director of Qi-House Holdings Limited (formerly known as Tree Holdings Limited) (HKEX stock code: 8395). He is also the vice president of Golden Concord. Mr. Yeung previously served as a partner of Deloitte Touche Tohmatsu. When Mr. Yeung left Deloitte Touche Tohmatsu in March 2014, he was the Head of Corporate Finance Advisory Services, Southern China. He was a part-time member of the Central Policy Unit of the Government of Hong Kong Special Administrative Region and was a director of Millennial Lithium Corp., a company with its shares listed on the TSX Venture Exchange in Canada during the period from November 2017 to January 2022. Mr. Yeung has a Bachelor of Business degree with major in accounting and he is also a member of The Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Yeung has over 30 years of experience in accounting, auditing and financial management.

As at the Latest Practicable Date, Mr. Yeung has an interest in 250,000 shares options of the Company.

Save as disclosed above, Mr. Yeung does not (i) hold any position in the Company or any of its subsidiaries nor has any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) hold any other directorships in public companies where the securities of which were listed on any securities market in Hong Kong or overseas in the past three years; and (iii) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

APPENDIX I DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

The Company has entered into a service contract with Mr. Yeung in relation to his appointment as a non-executive Director. Mr. Yeung has been appointed for a term of three years, subject to retirement by rotation and re-election in accordance with the Bye-laws. The current remuneration of Mr. Yeung is HK\$500,000 per annum, and he may be entitled to a discretionary bonus and share options granted by the Company pursuant to the Company's share option scheme. His annual emolument was determined by the Board based on the recommendation of the Remuneration Committee, with reference to the market rate for the position, the remuneration policy of the Company, his qualifications, experience, and duties and responsibilities with the Company.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Yeung.

LEE CONWAY KONG WAI

Aged 69, an independent non-executive Director appointed on 9 May 2014. Mr. Lee also serves as the chairman of both the Audit Committee and the Remuneration Committee and a member of the Corporate Governance Committee of the Company. Mr. Lee currently also serves as an independent non-executive director for each of Chaowei Power Holdings Limited (HKEX stock code: 951), West China Cement Limited (HKEX stock code: 2233), China Modern Dairy Holdings Ltd. (HKEX stock code: 1117), NVC International Holdings Limited (HKEX stock code: 2222), and Intchains Group Limited (a company listed on the Nasdaq Stock Exchange in U.S., stock code: ICG).

Mr. Lee served as a partner of Ernst & Young. Mr. Lee was a member of the Chinese People's Political Consultative Conference of Hunan Province in the PRC from 2007 to 2017. Mr. Lee also served as an independent non-executive director of Sino Vanadium Inc. (a company previously listed on the TSX Venture Exchange in Canada, stock code: SVX) and China Taiping Insurance Holdings Company Limited (HKEX stock code: 966); a non-executive director and deputy chairman of China Environmental Technology and Bioenergy Holdings Limited (HKEX stock code: 1237); and an independent non-executive director for each of CITIC Securities Company Limited (HKEX stock code: 6030), Tibet Water Resources Ltd. (HKEX stock code: 1115), China Rundong Auto Group Limited (a company previously listed on the Stock Exchange and delisted in October 2022, former HKEX stock code: 1365), WH Group Limited (HKEX stock code: 288) Yashili International Holdings Ltd (HKEX stock code: 1230), GOME Retail Holdings Limited (HKEX stock code: 493) and an independent non-executive director and independent director of Guotai Junan Securities Co., Ltd (listed on both the Stock Exchange and SSE with respective HKEX stock code: 2611 and SSE stock code: 601211) respectively. from September 2009 to December 2011, from October 2009 to August 2013, from July 2014 to September 2015, from November 2011 to May 2016, from March 2011 to February 2020, from July 2014 to December 2020, from July 2014 to June 2022, from November 2013 to July 2023, from March 2011 to September 2023 and from October 2016 to November 2023 respectively.

APPENDIX I DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Mr. Lee received a Bachelor's degree in arts from the Kingston University (formerly known as the Kingston Polytechnic) in London, the United Kingdom in July 1980 and obtained his postgraduate diploma in business from the Curtin University of Technology in Australia in February 1988. Mr. Lee became a member of the Institute of Chartered Accountants in England and Wales in October 2007, The Chartered Accountants, Australia and New Zealand (formerly, the Institute of Chartered Accountants in Australia) in December 1996, the Association of Chartered Certified Accountants in September 1983, the Hong Kong Institute of Certified Public Accountants in March 1984 and the Macau Society of Registered Accountants in July 1995.

As at the Latest Practicable Date, Mr. Lee has an interest in 100,000 shares options of the Company. Mr. Lee, who has served the Board for more than nine years, confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence.

Save as disclosed above, Mr. Lee does not (i) hold any position in the Company or any of its subsidiaries nor has any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) hold any other directorships in public companies where the securities of which were listed on any securities market in Hong Kong or overseas in the past three years; and (iii) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Mr. Lee in relation to his appointment as an independent non-executive Director. Mr. Lee has been appointed for a term of three years, subject to retirement by rotation and re-election in accordance with the Bye-laws. The current remuneration of Mr. Lee is HK\$330,000 per annum, and he may be entitled to a discretionary bonus and share options granted by the Company pursuant to the Company's share option scheme. His annual emolument was determined by the Board based on the recommendation of the Remuneration Committee, with reference to the market rate for the position, the remuneration policy of the Company, his qualifications, experience, and duties and responsibilities with the Company.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Lee.

MR. WANG YANGUO

Aged 61, an independent non-executive Director appointed on 9 February 2015. Mr. Wang is a member of both the Remuneration Committee and the Nomination Committee of the Company. Mr. Wang graduated from the School of Economics of Peking University with a PhD degree, Master's degree and Bachelor's degree in Economics in 1999, 1988 and 1985 respectively. Mr. Wang previously served as a teaching assistant, a lecturer and an associate professor at the School of Economics of Peking University during the period from 1988 to 1996. Mr. Wang has extensive experience in securities and finance industries.

Mr. Wang has been the chairman of the board of Zhuhai Golden Bridge Capital Management Co., Ltd. since November 2014. Mr. Wang was the chairman of the board of Essence International Financial Holdings Limited from May 2009 to October 2014 and the member of the Listed Companies Merger and Reorganisation Vetting Committee of the CSRC from April 2012 to July 2016. Mr. Wang was the vice chairman of Essence Securities Co., Ltd. during the period from July 2013 to May 2014 and was the president from June 2006 to July 2013. Mr. Wang was the president of Changjiang BNP Paribas Peregrine from 2005 to 2006, the president of Soochow Securities Co., Ltd (SSE stock code: 601555) from March 2002 to July 2005, a director of Ninestar Corporation (SZSE stock code: 002180) from November 2015 to August 2021 and a director of Huaming Power Equipment Co., Ltd. (SZSE stock code: 002270) from June 2016 to December 2021. Mr. Wang also served for the CSRC from April 1996 to March 2002 as the deputy division head of Department of Dispatch, division head of Department of Fund, deputy director of Nanjing Office and deputy director of Shanghai Securities Regulatory Office. Mr. Wang served as a member of the Shenzhen Stock Exchange from 2007 to 2014.

As at the Latest Practicable Date, Mr. Wang has an interest in 100,000 shares options of the Company. Mr. Wang, who has served the Board for more than nine years, confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence.

Save as disclosed above, Mr. Wang does not (i) hold any position in the Company or any of its subsidiaries nor has any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) hold any other directorships in public companies where the securities of which were listed on any securities market in Hong Kong or overseas in the past three years; and (iii) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

APPENDIX I DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

The Company has entered into a service contract with Mr. Wang in relation to his appointment as an independent non-executive Director. Mr. Wang has been appointed for a term of three years, subject to retirement by rotation and re-election in accordance with the Bye-laws. The current remuneration of Mr. Wang is HK\$280,000 per annum, and he may be entitled to a discretionary bonus and share options granted by the Company pursuant to the Company's share option scheme. His annual emolument was determined by the Board based on the recommendation of the Remuneration Committee, with reference to the market rate for the position, the remuneration policy of the Company, his qualifications, experience, and duties and responsibilities with the Company.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of the re-election of Mr. Wang.

This appendix serves as an explanatory statement required to be sent to all Shareholders as required under Rule 10.06(1)(b) of the Listing Rules in connection with the Repurchase Mandate.

THE REPURCHASE MANDATE

Resolution 4(ii) set out in the notice of AGM will, if passed, give a general unconditional mandate to the Directors authorising the repurchase by the Company of up to 10% of the Shares in issue at the date of passing the resolution until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held, or at any time when the aforementioned mandate is revoked, varied, or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, the number of issued Shares is 1,167,435,772. Subject to the passing of the relevant ordinary resolution as set out in resolution 4(ii) to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, exercise in full of the Repurchase Mandate would result in the repurchase of up to maximum of 116,743,577 Shares, representing not more than 10% of the Shares in issue as at the Latest Practicable Date.

REASONS FOR THE REPURCHASE MANDATE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and the Bye-laws of the Company, the Listing Rules and the applicable laws of Bermuda.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the financial year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or gearing level which, in the opinion of the Directors, is from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

No core connected persons has notified the Company that he/she has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers to repurchase Shares, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, and to the best knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, a discretionary trust with Credit Suisse Trust Limited as the trustee and Mr. Zhu Gongshan, a Director, and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) ("**Zhu's Family**") as beneficiaries indirectly interested in 284,022,559 Shares in issue, representing approximately 24.33% of the total issued Shares.

In the event that the Directors exercise the power to repurchase Shares in full and assuming that the aggregate interest in 284,022,559 Shares of the relevant parties as mentioned above remain unchanged, the aggregate interest of Zhu's family would be increased from approximately 24.33% to approximately 27.03% of the issued share capital of the Company. Accordingly, Zhu's family are unlikely to oblige to make a mandatory offer as referred to above as a result of share repurchase under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any other consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the above resolution.

The Directors have no present intention to exercise the power to repurchase Share to such an extent as to result in the amount of Shares held by the public reduced to less than 25%.

REPURCHASE MADE BY THE COMPANY

No repurchase of the Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

SHARE PRICES

During each of the previous 12 months and to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.71	0.52
May	0.73	0.485
June	0.64	0.46
July	0.63	0.52
August	0.69	0.47
September	0.54	0.47
October	0.56	0.425
November	0.445	0.37
December	0.38	0.315
2024		
January	0.445	0.355
February	0.395	0.345
March	0.395	0.345
April (up to the Latest Practicable Date)	0.370	0.320

GENERAL

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF THE 2024 SHARE OPTION SCHEME

PRINCIPAL TERMS OF 2024 SHARE OPTION SCHEME

The following is a summary of the principal terms of the 2024 Share Option Scheme to be adopted by way of ordinary resolution at the Annual General Meeting, save that this Appendix does not and is not intended to form part of the 2024 Share Option Scheme, nor is deemed to form an interpretation affecting the rules of the 2024 Share Option Scheme.

1. PURPOSE OF THE 2024 SHARE OPTION SCHEME

- (a) The 2024 Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions that Eligible Participants (as defined under paragraph (c) below) had made or may make to the Group.
- (b) The 2024 Share Option Scheme will provide the Eligible Participants with an opportunity to acquire proprietary interests in the Company with the view to achieving the following principal objectives:
 - (i) motivate the Eligible Participants to optimise their performance and efficiency for the benefit of the Group; and
 - (ii) attract and retain or otherwise maintain ongoing business relationship with the Eligible Participants whose contributions are, will or expected to be beneficial to the Group.
- (c) For the purpose of the 2024 Share Option Scheme, “Eligible Participants” means any person who satisfies the eligibility criteria in paragraph 2 below.

2. WHO MAY JOIN AND BASIS FOR DETERMINING ELIGIBILITY

- (a) The Board may at its discretion grant Options to any (i) Employee Participant; (ii) Related Entity Participant; and (iii) Service Provider.
- (b) In order for a person to satisfy the Board that he/she/it is qualified to be (or, where applicable, continues to qualify to be) an Eligible Participant, such person shall provide all such information as the Board may request for the purpose of assessing his/her/its eligibility (or continuing eligibility).
- (c) Each grant of Options to a Connected Person of the Company or any of his/her/its Associates must be approved by the independent non-executive Directors of the Company (excluding any such independent non-executive Directors who is a proposed Grantee of an Option) and in accordance with the requirements of the Listing Rules.

- (d) Any person whom the Board has resolved to be qualified to become an Eligible Participant must remain eligible during the period when any Option granted to him remains outstanding. In determining the Options to be granted to any Grantee, the Board shall consider, including but not limited to, the following matters:
- (i) the present and expected contribution of the relevant Grantee to the profits of the Group;
 - (ii) the general financial condition of the Group;
 - (iii) the Group's overall business objectives and future development plan; and
 - (iv) any other matter which the Board considers relevant.

In assessing the eligibility of Related Entity Participant(s), the Board will consider all relevant factors as appropriate, including, among others:

- (i) the positive impacts brought by, or expected from, the Related Entity Participant on the Group's business development in terms of, amongst other things, an increase in turnover or profits and/or an addition of expertise to the Group;
- (ii) the period of engagement or employment of the Related Entity Participant by the Group;
- (iii) the number, scale and nature of the projects in which the Related Entity Participant is involved;
- (iv) whether the Related Entity Participant has or expected to refer or introduce opportunities to the Group which have or likely to materialize into further business relationships;
- (v) whether the Related Entity Participant has or expected to assist the Group in tapping into new markets and/or increased its market share; and
- (vi) the materiality and nature of the business relation of holding companies, fellow subsidiaries or associated companies with the Group and the Related Entity Participant's contribution in such holding companies, fellow subsidiaries or associated companies of the Group which may benefit the core business of the Group through a collaborative relationship.

- (e) In addition and without prejudice to paragraph (d) only Service Providers of the following categories may qualify as Grantee:
- (i) supplier of products or services, including advisers, consultants, contractors, agents or other professional firms with expertise in the research, development, production, marketing and/or sales. When considering eligibility of, and terms of Grant to the Service Providers under this category, the Board will consider, among other things: (i) the nature, scope and frequency of products and/or services supplied; (ii) the reliability and quality of products and/or services supplied; and (iii) their potential and/or actual contribution or significance to the financial performance and business development of the Group, evaluated in terms of the revenue generated from such supply, the aggregate supply volume, the procurement cost, the contract value and the relative concentration in the particular supply category for the relevant engagement period (or the corresponding growth rate comparing with that of the preceding period); or
 - (ii) business partners which may be entities that collaborate with the Group on continuing or discrete consulting projects. When considering eligibility of, and terms of Grant to the Service Providers under this category, the Board will consider, among other things: (a) the nature, scope and frequency of products and/or services supplied; (b) the reliability and quality of products and/or services supplied; and (c) their potential and/or actual contribution or significance to the financial performance and business development of the Group, evaluated in terms of the revenue generated from such engagement, the expenses in establishing and maintaining collaboration, the contract value and the number or variety of deliverables produced from such engagement for the relevant engagement period (or the corresponding growth rate comparing with that of the preceding period),

who are, or anticipated to be going forward, significant suppliers of products or services or business partners, or otherwise significant to the Group's business. Such persons may be remunerated with equity incentives to align the long-term interests of such persons with the Group. The Board will also consider whether the frequency of the services provided by a Service Provider is akin to that of its regular employees taking into account the following factors:

- (i) the type(s) of services the Service Provider had performed for the Group in the past;
- (ii) the industry experience of the Service Provider;
- (iii) the period of engagement of the Service Provider; and

- (iv) the Service Provider's contribution and/or future contribution to the development and growth of the Group with reference to, among other metrics, research and development, engineering or technical contribution, the design, development, manufacturing or distribution of products/services provided by the Group, or otherwise will contribute significantly to the growth of the Group's financial or business performance, based on quantitative performance indicators to be determined by the Board or the Committee on a case-by-case basis. For the avoidance of doubt, Service Providers exclude placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions and professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity.

3. GRANT OF OPTIONS

- (a) On and subject to the terms of the 2024 Share Option Scheme, the Board shall be entitled at any time on a Business Day within 10 years commencing on the effective date of the 2024 Share Option Scheme to offer the grant of an Option to any Eligible Participants as the Board may in its absolute discretion select in accordance with the eligibility criteria as set out in paragraph 2 above.
- (b) An offer shall be deemed to have been accepted and an Option to which the offer relates shall be deemed to have been granted and accepted and to have taken effect when the Company, within 21 days from the date on which an Option is offered to an Eligible Participant, receives the duly signed offer letter from the Grantee together with the number of Shares in respect of which the offer is accepted clearly stated therein and a non-refundable payment of HK\$1.00 (or such other sum in any currency as the Board may determine) in favour of the Company as consideration for the grant thereof.
- (c) Subject to the provisions of the 2024 Share Option Scheme, the Listing Rules and other applicable laws, the Board may, on a case by case basis and at its discretion when offering the grant of an Option, impose any conditions, restrictions or limitations in relation thereto additional to those expressly set forth in the 2024 Share Option Scheme as it may think fit (which shall be stated in the letter containing the offer of the grant of the Option) including (without prejudice to the generality of the foregoing):
 - (i) the continuing eligibility of the Grantee under the 2024 Share Option Scheme, and in particular, where the Board resolves that the Grantee has failed or otherwise is or has been unable to meet the continuing eligibility criteria, the Option (to the extent it has not already been exercised) shall lapse;

- (ii) the continuing compliance of any such terms and conditions that may be attached to the grant of the Option, failing which the Option (to the extent it has not already been exercised) will lapse unless otherwise resolved to the contrary by the Board;
 - (iii) in the event that the Eligible Participant is a corporation (whether incorporated or unincorporated), that any material change of the management and/or shareholding of the Eligible Participant shall constitute a failure to meet the continuing eligibility criteria under the 2024 Share Option Scheme;
 - (iv) in the event that the Eligible Participant is a trust, that any change of the beneficiary of the Eligible Participant shall constitute a failure to meet the continuing eligibility criteria under the 2024 Share Option Scheme;
 - (v) in the event that the Eligible Participant is a discretionary trust, that any material change of the discretionary objects of the Eligible Participant shall constitute a failure to meet the continuing eligibility criteria under the 2024 Share Option Scheme;
 - (vi) conditions, restrictions or limitations relating to the achievement of operating or financial targets; and
 - (vii) if applicable, the satisfactory performance of certain obligations by the Grantee.
- (d) Without prejudice to the generality of the foregoing and subject to the Listing Rules and paragraph 5, the Board may grant Options in respect of which the Exercise Price for the Shares under the 2024 Share Option Scheme is fixed at different prices for different periods during the applicable Option period.
- (e) The Options held by Grantees are not equal to the Shares and do not confer the rights related to voting, share allotment and dividends.

4. GRANT OF OPTIONS TO CONNECTED PERSONS

Without prejudice to paragraph 3, any grant of Options to any Director, Chief Executive or Substantial Shareholder or any their respective Associates must be approved by all of the independent non-executive Directors excluding, for all purposes, any independent non-executive Director who is a proposed Grantee.

Where any grant of Options to an independent non-executive Director or a Substantial Shareholder, or any of their respective Associates, would result in the total number of the Shares issued and to be issued in respect of all options (including the Options) an awards granted to such person under the 2024 Share Option Scheme and all other share schemes in any 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue, such grant of Options must be approved by the Shareholders of the Company in general meeting in the manner set out in Rule 17.04(4) of the Listing Rules. The Grantee, his Associates and all Core Connected Persons of the Company must abstain from voting in favour at such general meeting. The Company must send a circular to its shareholders containing the information required under the Listing Rules.

5. EXERCISE PRICE

The Exercise Price for any Share under the 2024 Share Option Scheme will be a price determined by the Board at its absolute discretion and notified to each Grantee and will not be less than the highest of (i) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant Option, which must be a Business Day; (ii) an amount equivalent to the average closing price of the Share as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the date of grant of the relevant Option; and (iii) the nominal value of a Share on the date of the grant. The Exercise Price shall also be subject to any adjustments made in a situation contemplated under paragraph 11.

6. MAXIMUM NUMBER OF SHARES

- (a) Subject to paragraph (d), the maximum number of Shares which may be issued in respect of all options and awards to be granted under the 2024 Share Option Scheme and any other share schemes shall not, in aggregate, exceed 10% of the Shares in issue as at the Adoption Date (the "Scheme Mandate Limit").
- (b) Subject to paragraph (a) above, the maximum number of Shares which may be issued in respect of all options and awards to be granted under the 2024 Share Option Scheme and any other share schemes to Service Providers must not, in aggregate exceed 1% of the number of Shares in issue as at the Adoption Date (the "Service Provider Sub-limit").

- (c) The Board may seek separate Shareholders' approval in general meeting to grant Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Participants specified by the Company before such approval is sought and the Company must issue a circular to the Shareholders containing such relevant information from time to time required by the Listing Rules in relation to any such proposed grant to such Eligible Participants.
- (d) The Company may seek approval by the Shareholders in general meeting for refreshing the Overall Scheme Limit and the Service Provider Sub-limit after three (3) years from the date of the first Shareholders' approval for such limits or for the last refreshment (as the case may be). Any refreshment within any three-year period must be approved by the Shareholders, with any controlling shareholders and their associates (or if there is no controlling shareholder, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) abstaining from voting in favour of the relevant resolution at the general meeting. The total number of Shares which may be issued in respect of all options and awards to be granted under all of the share scheme(s) under the scheme mandate as refreshed must not exceed 10% of the Shares in issue as at the date of approval of the refreshed scheme mandate.
- (e) The maximum number of Shares issued or to be issued in respect of all options and awards granted to a Grantee at any one time or in aggregate under the 2024 Share Option Scheme and all other share schemes (excluding any options and awards lapsed in accordance with the terms of the respective share schemes) in any 12-month period up to and including the date of such relevant grant should not exceed 1% of the issued share capital of the Company (the "Individual Limit"). Where any Grant to a Grantee may result in exceeding the Individual Limit, the Company shall not grant such Options unless it is separately approved by the Shareholders in general meeting, with such Grantee and his close associates (or Associates if the Grantee is a Connected Person) abstaining from voting.
- (f) The maximum number of Shares referred to in this paragraph shall be adjusted, in such manner as the auditors of the Company or the independent financial adviser of the Company shall certify as fair and reasonable in accordance with paragraph 11 below.

**APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF
THE 2024 SHARE OPTION SCHEME**

7. TIME OF EXERCISE OF OPTION

- (a) Subject to certain restrictions contained in the 2024 Share Option Scheme, an Option may be exercised in accordance with the terms of the 2024 Share Option Scheme and the terms of grant thereof at any time during the applicable Option period, which is not more than 10 years from the date of grant of Option.
- (b) There is no general requirement on the minimum period for which an Option must be held or the performance targets which must be achieved before an Option can be exercised under the terms of the 2024 Share Option Scheme. However, at the time of granting any Option, the Board may, on a case-by-case basis, make such grant subject to such conditions, restrictions or limitations including (without limitation) those in relation to the minimum period of the Options to be held and/or the performance targets to be achieved as the Board may determine in its absolute discretion.

8. RIGHTS ARE PERSONAL TO GRANTEE

An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option (where the Grantee is a company, any change of its major shareholder or any substantial change in its management as determined by the Board at its sole discretion will be deemed to be a sale or transfer of interest as aforesaid, if so determined by the Board at its sole discretion). Any breach of the foregoing by a Grantee shall entitle the Company to cancel, revoke or terminate any Option granted to such Grantee to the extent not already exercised.

9. RIGHTS ON CEASING TO BE AN ELIGIBLE PARTICIPANT

Where an Option was granted subject to certain continuing conditions, restrictions or limitations on the Grantee's eligibility and the Board resolves that the Grantee has failed or otherwise is or has been unable to meet such continuing eligibility criteria, the Option (to the extent it has not already been exercised) shall lapse.

10. RIGHTS ON DEATH/CEASING EMPLOYMENT

- (a) If the Grantee (being an individual) dies before exercising the Option in full, his or her legal personal representative(s) may exercise the Option up to the Grantee's entitlement (to the extent exercisable as at the date of his/her death and not exercised) within a period of 12 months following his/her death or such longer period as the Board may determine.

- (b) Subject to sub-paragraphs (c) and (d), in the event of the Grantee who is an Employee Participant ceasing to be an Employee Participant for any reason other than his/her death, disability or the termination of his/her employment on one or more of the grounds specified in paragraph 16(f), the Grantee may exercise the Option (to the extent exercisable as at the date of the relevant event and not exercised) within 30 days following such cessation.
- (c) If the Grantee is an Employee Participant at the time of the grant of the relevant Option(s) and his/her employment or service to the Company is terminated on the ground of disability, the Grantee may exercise the Option (to the extent exercisable as at the date on which such Grantee ceases to be an Employee Participant) within 6 months following such cessation or such longer period as the Board may determine.
- (d) If the Grantee is an Employee Participant at the time of the grant of the relevant Option(s), in the event that such Grantee shall cease to be an Employee Participant but becomes, or continues to be, a Related Entity Participant or a Service Provider, then the Option (to the extent exercisable as at the date on which such Grantee ceases to be an Employee Participant and not exercised) shall be exercised within 3 months following the date of such cessation or such longer period as the Board may determine.
- (e) If the Grantee is a Related Entity Participant or a Service Provider but not an Employee Participant, in the event that such Grantee shall cease to be a director or an employee of the Related Entity or cease to be a director, consultant, agent, business partner or adviser of or contractor to the Group for any reason other than his/her death (in the case of a Grantee being an individual) or disability, then the Option(s) (to the extent exercisable as at the date of such cessation and not exercised) shall be exercised within thirty (30) days following the date of such cessation or such longer period as the Board may determine.

11. EFFECTS OF ALTERATIONS TO CAPITAL

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable or the 2024 Share Option Scheme remains in effect, and such event arises from a capitalisation issue, rights issue, consolidation or sub-division of the Shares, or reduction of the share capital of the Company, then, in any such case the Company shall instruct the independent financial adviser appointed by the Company or the auditors to certify in writing the adjustment, if any, that ought in their opinion fairly and reasonably to be made either generally or as regards any particular Grantee, to:

- (a) the number or nominal amount of Shares to which the 2024 Share Option Scheme relates;
- (b) the Exercise Price of any Option; and/or

- (c) (insofar as it is/they are unexercised, unless the relevant Grantee elects to waive such adjustment) the number of Shares comprised in an Option or which remains comprised in an Option,

and an adjustment as so certified by the independent financial adviser or the auditors shall be made, provided that:

- (a) any such adjustment shall give the Grantee the same proportion of the issued share capital of the Company as that to which he was previously entitled rounded to the nearest whole share;
- (b) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value (if any);
- (c) the issue of Shares or other securities of the Group as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment; and
- (d) any such adjustment shall be in compliance with the Listing Rules and such applicable rules, codes, guidance notes and/or interpretation of the Listing Rules from time to time promulgated by the Stock Exchange.

In respect of any adjustment referred to in paragraph 11, other than any adjustment made on a capitalisation issue, the independent financial adviser or the Auditors must confirm to the Board in writing that the adjustments satisfy the requirements of the relevant provisions of the Listing Rules.

12. RIGHTS ON A TAKEOVER

If a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror) and such offer becomes or is declared unconditional (within the meaning of the Takeovers Code), the Grantee shall be entitled to exercise the Option (to the extent exercisable as at the date on which the general offer becomes or is declared unconditional and not exercised) in full or in part at any time within one month after the date on which the offer becomes or is declared unconditional (within the meaning of the Takeovers Code).

13. RIGHTS ON A SCHEME OF ARRANGEMENT

In the event of a compromise or arrangement between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company (other than any relocation schemes as contemplated in Rule 7.14(3) of the Listing Rules), the Company shall give notice thereof to all Grantees on the same date as it gives notice of the meeting to its members or creditors to consider such a scheme of arrangement, and thereupon the Grantee may, by notice in writing to the Company accompanied by the remittance for the total Exercise Price payable in respect of the exercise of the relevant Option (such notice to be received by the Company not later than two Business Days (excluding any period(s) of closure of the Company's share registers) prior to the proposed meeting) exercise the Option (to the extent exercisable as at the date of the notice to the Grantee and not exercised) either in full or in part and the Company shall, as soon as possible and in any event no later than the Business Day (excluding any period(s) of closure of the Company's share registers) immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the Grantee which falls to be issued on such exercise credited as fully paid and registered the Grantee as holder thereof.

14. RIGHTS ON A VOLUNTARY WINDING UP

In the event notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall forthwith give notice thereof to the Grantee and the Grantee may, by notice in writing to the Company accompanied by the remittance for the total Exercise Price payable in respect of the exercise of the relevant Option (such notice to be received by the Company not later than two Business Days (excluding any period(s) of closure of the Company's share registers) prior to the proposed meeting) exercise the Option (to the extent exercisable as at the date of the notice to the Grantee and not exercised) either in full or in part and the Company shall, as soon as possible and in any event no later than the Business Day (excluding any period(s) of closure of the Company's share registers) immediately prior to the date of the proposed Shareholders' meeting, allot and issue such number of Shares to the Grantee which falls to be issued on such exercise.

15. RIGHTS ATTACHING TO SHARES UPON EXERCISE OF AN OPTION

The Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the bye-laws of the Company for the time being in force as at the allotment date and shall rank *pari passu* in all respects with the existing fully paid Shares in issue on the allotment date and accordingly shall entitle the holder to participate in all dividends or other distributions paid or made after the allotment date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be on or before the allotment date. Any Share allotted upon the exercise of an Option shall not carry voting rights until the name of the Grantee has been duly entered into the register of members of the Company as the holder thereof.

16. LAPSE OF OPTIONS

An Option (to the extent such Option has not already been exercised) shall lapse and not be exercisable on the earliest of:

- (a) the expiry of the Option period;
- (b) the expiry of the periods referred to in paragraph 10;
- (c) the date of commencement of the winding-up of the Company;
- (d) the date on which the proposed compromise or arrangement becomes effective in respect of the situation contemplated in paragraph 13;
- (e) the date on which the Grantee ceases to be an Eligible Participant due to the following reasons:
 - (i) the Grantee's service or employment with the Group has been terminated by any member of the Group, any Related Entity or any Service Provider for cause, and "cause" means:
 - (1) dishonesty or serious misconduct, whether or not in connection with his/her employment; willful disobedience or non-compliance with the terms of his/her employment or service contract with any member of the Group, any Related Entity, any Service Provider or any lawful orders or instructions given by any member of the Group, any Related Entity or any Service Provider as the case may be;
 - (2) incompetence or negligence in the performance of his/her duties; or
 - (3) doing anything in the conclusive opinion of the Board adversely affects his/her ability to perform his/her duties properly or brings the Company or the Group, any Related Entity or any Service Provider into disrepute;
 - (ii) the Grantee has been summarily dismissed by any member of the Group, any Related Entity or any Service Provider;
 - (iii) the Grantee has been convicted for any criminal offence involving his/her integrity or honesty;
 - (iv) the Grantee has been charged, convicted or held liable for any offence under the relevant securities laws in Hong Kong or any other applicable laws or regulations in force from time to time; or

- (v) the Grantee or his associate has committed any breach of any contract entered into between the Grantee or his associate on one part and any member of the Group on the other part or has any legal dispute with the Company as the Board may in its absolute discretion determine;
- (f) the happening of any of the following events, unless otherwise waived by the Board:
 - (i) any liquidator, provisional liquidator, receiver or any person carrying out any similar function has been appointed anywhere in the world in respect of the whole or any part of the asset or undertaking of the grantee (being a corporation);
 - (ii) the Grantee (being a corporation) has ceased or suspended payment of its debts, become unable to pay its debts (within a meaning of section 178 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any similar provisions under the Companies Law) or otherwise become insolvent;
 - (iii) there is unsatisfied judgment, order or award outstanding against the Grantee or the Company has reason to believe that the Grantee is unable to pay or to have no reasonable prospect of being able to pay his/her/its debts;
 - (iv) there are circumstances which entitle any person to take any action, appoint any person, commence proceedings or obtain any order of the type mentioned in sub-paragraphs (i), (ii) and (iii) above;
 - (v) a bankruptcy order has been made against the grantee or any Director of the Grantee (being a corporation) in any jurisdiction; or
 - (vi) a petition for bankruptcy has been presented against the Grantee or any Director of the Grantee (being a corporation) in any jurisdiction;
- (g) the date on which a situation as contemplated under paragraph 8 arises;
- (h) the date on which the Grantee commits a breach of any terms or conditions attached to the grant of the Option, unless otherwise resolved to the contrary by the Board; or
- (i) the date on which the Board resolves that the Grantee has failed or otherwise is or has been unable to meet the continuing eligibility criteria as may be prescribed pursuant to paragraph 9.

**APPENDIX III SUMMARY OF THE PRINCIPAL TERMS OF
THE 2024 SHARE OPTION SCHEME**

17. CANCELLATION OF OPTIONS

- 17.1 Any Options granted but not exercised may be cancelled by the Board and such cancellation is recommended by the remuneration committee of the Company. Any Options granted but subsequently renounced by the Grantee may be cancelled by the Board.
- 17.2 If an Option is cancelled under paragraph 17.1, the Grantee shall not be entitled to any compensation from the Company.
- 17.3 Where the Company cancels Options and issue new Options to the same Grantee, the issue of such new Option may only be made with available but unissued Shares in the authorised share capital of the Company, and available ungranted Options (excluding for this purpose all the cancelled Options) within the limits referred to in paragraph 6.

18. PERIOD OF THE 2024 SHARE OPTION SCHEME

Options may be granted to Eligible Participants under the 2024 Share Option Scheme during the period of 10 years commencing on the effective date of the 2024 Share Option Scheme.

19. ALTERATION TO 2024 SHARE OPTION SCHEME AND TERMINATION

- (a) The 2024 Share Option Scheme may be altered in any respect by a resolution of the Board except that those specific provisions relating to matters contained in Chapter 17 of the Listing Rules (or any other relevant provisions of the Listing Rules from time to time applicable) which cannot be altered to the advantage of Grantees or prospective Grantees except with the prior approval of the Shareholders in general meeting.
- (b) Any alteration to the terms and conditions of the 2024 Share Option Scheme which is of a material nature must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the 2024 Share Option Scheme.
- (c) The Company by resolution in general meeting or the Board may at any time terminate the operation of the 2024 Share Option Scheme and in such event no further Options will be offered but the provisions of the 2024 Share Option Scheme shall remain in force in all other respects. In particular, all Share Options granted prior to such termination and yet to be exercised shall continue to be valid and exercisable in accordance with the terms of the 2024 Share Option Scheme.
- (d) The amended terms of the 2024 Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.

- (e) Any change to the authority of the Board in relation to any alteration to the terms of the 2024 Share Option Scheme must first be approved by the Shareholders in general meeting.
- (f) Any change to the terms of Options granted must be approved by the Board, the remuneration committee, the independent non-executive Director and/or the Shareholders if the initial Options were approved by the Board, the remuneration committee, the independent non-executive Director and/or the Shareholders (as the case may be). The foregoing requirement does not apply where the alterations take effect automatically under the existing terms of the Scheme. For the avoidance of doubt, each of the Scheme Mandate Limit and the Service Provider Sub-limit can be refreshed, which is subject to prior approval from the Shareholders as specified in the provisions of the 2024 Share Option Scheme above.

20. DEALING RESTRICTIONS

The Board shall not grant any Options after inside information has come to its knowledge until (and including) the trading day after it has announced the information. In particular, the Board shall not grant any Options during the period commencing one month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcements.

No Options shall be granted during any period of delay in publishing a results announcement or during any period specified in the Listing Rules as being a period during which no Option may be granted.

For the avoidance of doubt, in compliance with the Listing Rules, a Director must not deal in any of the securities of the Company (and no Options may be granted to a Director) at any time when he possesses inside information in relation to those securities, or where clearance to deal is not otherwise conferred upon him under rule B.8 of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules.

A Director must not deal in any securities of the Company (and no Options may be granted to a Director) on any day on which its financial results are published and:

- (a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (b) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results,

unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met as described in section C of the Model Code. In any event, the director must comply with the procedure in rules B.8 and B.9 of the Model Code.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of GCL New Energy Holdings Limited 協鑫新能源控股有限公司 (the “Company”) will be held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road, Central, Sheung Wan, Hong Kong on Thursday, 23 May 2024 at 11 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the financial year ended 31 December 2023.
2.
 - (i) To re-elect Mr. Zhu Yufeng as a Director.
 - (ii) To re-elect Mr. Yeung Man Chung, Charles as a Director.
 - (iii) To re-elect Mr. Gu Zengcai as a Director.
 - (iv) To re-elect Mr. Lee Conway Kong Wai (who has served more than nine years) as an independent non-executive Director.
 - (v) To re-elect Mr. Wang Yanguo (who has served more than nine years) as an independent non-executive Director.
 - (vi) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.
4. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

- (i) **“THAT:**
- (a) subject to paragraph (c), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the 2024 Share Option Scheme of the Company shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company passed in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(ii) “**THAT**:

- (a) the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company passed in general meeting.”

- (iii) “**THAT** conditional upon the passing of resolution 4(ii), the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution 4(ii) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 4(i) above.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the shares of the Company to be allotted and issued pursuant to the exercise of options under the 2024 Share Option Scheme of the Company (the “**2024 Share Option Scheme**”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the chairman thereof, the 2024 Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to grant options, subject to such conditions as the Directors may impose thereunder, to allot and issue from time to time such number of shares of the Company as may be required to be allotted and issued pursuant to the exercise of the options under the 2024 Share Option Scheme and to do all acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Option Scheme.”
- (b) the Scheme Mandate Limit (as defined in the 2024 Share Option Scheme) of 10% of the number of Shares in issue as at the date of passing of this resolution be and is hereby approved and adopted; and
- (c) conditional upon the 2024 Share Option Scheme becoming effective, the existing share option scheme of the Company as adopted on 15 October 2014 (the “**2014 Share Option Scheme**”) be and is hereby terminated (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the 2014 Share Option Scheme prior to the date of the passing of this resolution).”

6. To consider as special business and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** the Service Provider Sub-limit (as defined in the 2024 Share Option Scheme) on the total number of Shares that may be issued in respect of all options and awards to be granted to service providers under all the share schemes of the Company (i.e. 1% of the Shares in issue as at the date of passing of this resolution) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised

NOTICE OF ANNUAL GENERAL MEETING

to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Service Provider Sub-limit.”

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

Hong Kong, 23 April 2024

Notes:

1. Any member entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
2. In order to be valid, proxy forms in prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority should be deposited to the Company's Hong Kong branch share registrar and transfer office, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable, but in any event not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be).
3. Completion and delivery of the proxy form will not preclude members from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the proxy form shall be deemed to be revoked. Shareholders may appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person. The form of proxy can be downloaded from the website of the Company at www.gclnewenergy.com or HKEXnews at www.hkexnews.hk.
4. In the case of joint holders of shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the AGM of the Company, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from 20 May 2024 to 23 May 2024, both days inclusive, during which period no transfer of shares will be effected and for the purpose of determining the identity of members who are entitled to attend and vote at the AGM to be held on 23 May 2024 at 11 a.m.. In order to be eligible to attend and vote at the AGM, all completed share transfer documents must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 17 May 2024.
6. Pursuant to Rule 13.39(4) of the Listing Rules, resolutions will be put to vote at the AGM by way of poll.
7. If Typhoon Signal No. 8 or above, or “extreme conditions” is caused by super typhoon is announced by the Government of Hong Kong, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed. Shareholders may visit the website of the Company at www.gclnewenergy.com for details of the postponement and alternative meeting arrangement.