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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)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**SGM**”) of GCL New Energy Holdings Limited (the “**Company**”) will be held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Friday, 1 December 2023 at 11 a.m. for the purpose of considering and, if thought fit, approving the following resolution 1(a) to 1(d) as an ordinary resolution of the Company.

The following resolution 1(a) to 1(d) will be considered and, if thought fit, approved by the Shareholders, with or without amendments, at the SGM:

#### **ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the entering into of the First Batch Share Purchase Agreements (as defined in the circular of the Company dated 15 November 2023 (the “**Circular**”) dated 12 October 2023 between the First Batch Sellers (as defined in the Circular and Suzhou Industrial Zone Xinkunneng Clean Energy Co., Ltd.\* (蘇州工業園區鑫坤能清潔能源有限公司) (the “**Purchaser**”) (a copy of which is tabled before the meeting marked “A” and initiated by the Chairperson of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the entering into of the Second Batch Share Purchase Agreement (as defined in the Circular) dated 12 October 2023 between the Second Batch Sellers (as defined in the Circular) and the Purchaser (a copy of which is tabled before the meeting marked “B” and initiated by the Chairperson of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (c) the entering into of the Earnest Money Agreement (as defined in the Circular) dated 12 October 2023 entered into between the Company, the Purchaser, and GCL New Energy Investment (China) Co., Ltd\* (協鑫新能源投資(中國)有限公司) (a copy of which is tabled before the meeting marked “C” and initiated by the Chairperson of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (d) any director of the Company be and is hereby authorised for and on behalf of the Company to execute (including affixing the seal of the Company in accordance with the bye-laws of the Company to) all such documents and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the transactions contemplated under the First Batch Share Purchase Agreements, the Second Batch Share Purchase Agreement, the Earnest Money Agreement, and all matters incidental or ancillary thereto.”

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

Hong Kong, 15 November 2023

*\* For identification purpose only*

*Notes:*

- (1) Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof.
- (3) Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM convened and in such event, the form of proxy shall be deemed to be revoked. It is advised that all Shareholders may appoint any person or the chairman of the SGM as a proxy to vote on the resolution, instead of attending the SGM in person. The form of proxy can be downloaded from the website of the Company at [www.gclnewenergy.com](http://www.gclnewenergy.com) or [HKEXnews at www.hkexnews.hk](http://HKEXnews.com).
- (4) In the case of joint registered holders of any share, any one of such joint registered holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the SGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

- (5) The register of members of the Company will be closed from Wednesday, 29 November 2023 to Friday, 1 December 2023, 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 SGM to be held on Friday, 1 December 2023 at 11 a.m. In order to be eligible to attend and vote at the SGM, all completed share transfer documents must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Tuesday, 28 November 2023.
- (6) Pursuant to Rule 13.39(4) of the Listing Rules, resolution(s) will be put to vote at the SGM by way of poll.
- (7) If Typhoon Signal No. 8 or above, or "extreme conditions" is caused by super typhoon announced by the Government of Hong Kong, or a "black" rainstorm warning is in effect any time after 8 a.m. on the date of the SGM, the SGM will be postponed. Shareholders may visit the website of the Company at [www.gclnewenergy.com](http://www.gclnewenergy.com) for details of the postponement and alternative meeting arrangement.

*As at the date of this notice, the Board comprises Mr. Zhu Gongshan (Chairman), Mr. Zhu Yufeng, Mr. Wang Dong and Mr. Gu Zengcai as executive Directors of the Company; Ms. Sun Wei, Mr. Yeung Man Chung, Charles and Mr. Fang Jiancai as non-executive Directors of the Company; and Mr. Lee Conway Kong Wai, Mr. Wang Yanguo, Dr. Chen Ying and Mr. Cai Xianhe as independent non-executive Directors of the Company.*