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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 Tuesday, 18 February 2025 at 11 a.m. for the purpose of considering and, if thought fit, approving, the following resolution as ordinary resolution of the Company. Capitalised terms contained in the circular dated 24 January 2025 issued by the Company shall have the same meanings when used herein unless otherwise specified.

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

#### **ORDINARY RESOLUTION**

**1. “THAT**

- (a) the Sale and Purchase Agreement, a copy of which has been produced to the SGM and marked “A” and initialed by the chairman of the SGM for identification purpose, and the transactions as contemplated thereunder, including the Acquisition, the issue of the Consideration Shares and the Convertible Bonds (including the Conversion Shares), be and are hereby approved, confirmed and ratified;

- (b) conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Consideration Shares and Conversion Shares to be issued by the Company in satisfaction of part of the Consideration payable by the Purchaser pursuant to the Sale and Purchase Agreement, the Directors be and are hereby granted the Specific Mandate to allot and issue the Consideration Shares and Conversion Shares and take all such steps and do all such acts as may be necessary or expedient in order to give effect to the same;
- (c) subject to and in view of the Completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement and the transactions contemplated thereunder, (1) the Loan Agreement 1, a copy of which is marked “B1” and initialed by the chairman of the SGM for identification purpose and tabled at the SGM, and (2) the Loan Agreement 2, a copy of which is marked “B2” and initialed by the chairman of the SGM for identification purpose and tabled at the SGM and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and
- (d) any one Director be and is hereby authorized for and on behalf of the Company to do all such acts and things (including, without limitation, signing, agreeing, ratifying and/or executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) and take all such steps as the Director in his opinion or discretion may consider necessary, appropriate, desirable or expedient to implement or give effect to the Sale and Purchase Agreement and the Loan Agreements and the transactions contemplated thereunder, the issue of the Convertible Bonds, the allotment and issue of the Consideration Shares and Conversion Shares, and all other matters incidental thereto or in connection therewith, and to agree to and make such variation, amendment or waiver of matters relating thereto or in connection therewith.”

By order of the Board  
**GCL New Energy Holdings Limited**  
**Zhu Gongshan**  
*Chairman*

Hong Kong, 24 January 2025

\* *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://www.hkexnews.hk).
- (4) In the case of joint registered holders of any share, any one of such joint registered holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the SGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) The register of members of the Company will be closed from Thursday, 13 February 2025 to Tuesday, 18 February 2025, 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 Tuesday, 18 February 2025 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 Wednesday, 12 February 2025.
- (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.*