



# GCL-POLY ENERGY HOLDINGS LIMITED

## 保利協鑫能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3800)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 26 NOVEMBER 2015

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of GCL-Poly Energy Holdings Limited (the "Company") HEREBY APPOINT<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the "Meeting") (and at any adjournment thereof) to be held at Diamond I, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Thursday, 26 November 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) as indicated below in respect of the said resolutions or, if no such indication is given, as my/our proxy thinks fit:

| ORDINARY RESOLUTIONS |   | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
|----------------------|---|------------------|----------------------|
| 1.                   | To approve the conditional sale and purchase agreement dated 14 September 2015 (the "Agreement") and authorise director(s) to do all such acts to give effect to the Agreement.   |                  |                      |
| 2.                   | To approve the terms of the amended and restated non-competition deed dated 8 November 2015 (the "Deed") and authorise director(s) to do all such acts to give effect to the Deed.  |                  |                      |
| 3.                   | To re-elect Dr. Shen Wenzhong as an independent non-executive director.   |                  |                      |
| 4.                   | To approve the refreshment of the existing limit in respect of the grant of share options to subscribe for shares of the Company not exceeding 200,000,000 shares of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised) and authorise director(s) to grant share options up to the refreshed scheme limit. |                  |                      |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signature<sup>5</sup>: \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged at the Company's share registrars in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.