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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 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 Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 22 May 2026 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 2025.

2. (i) To re-elect Mr. Zhu Gongshan as a Director.

   (ii) To re-elect Mr. Huang Wei as a Director.

   (iii) To re-elect Mr. Yeung Man Chung, Charles as a Director.

   (iv) To re-elect Mr. Fang Jiancai as a Director.

   (v) To re-elect Mr. Nie Wenhua as a Director

   (vi) To re-elect Mr. Hu Guowen as a Director

   (vii) To re-elect Ms. Zhao Limei as a Director

   (viii) 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:

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 (including any sale or transfer of treasury shares out of treasury), 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 (including any sale or transfer of treasury shares out of treasury) 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 share option scheme of the Company shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares) 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

"**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 (excluding treasury shares) 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."

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

ORDINARY RESOLUTION

"THAT

(i) subject to and conditional upon the granting by the Listing Committee of the Stock Exchange the listing of and permission to deal in the Shares which may fall to be issued and allotted by the Company pursuant to the vesting of any share awards (the "**Share Awards**") under the proposed share scheme of the Company (the "**Share Award Scheme**", a copy of which has been produced to the meeting marked "A" and initialed by the chairman of the meeting for the purpose of identification), the Share Award Scheme be and is hereby approved and adopted as the Company's share award scheme and the directors of the Company be and are hereby authorized to do all such acts and to take all such steps as they may deem necessary, desirable or expedient to give effect to and implement the Share Award Scheme, including without limitation:

(a) to administer the Share Award Scheme under which Share Awards will be granted to eligible participants under the Share Award Scheme;

(b) to modify and/or amend the Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the Share Award Scheme and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the "**Listing Rules**");

(c) to grant Share Awards under the Share Award Scheme and to issue, allot and otherwise deal with from time to time such number of Shares as may be required to be issued (including the use of treasury Shares) pursuant to the vesting of Share Awards subject to the Listing Rules;

(d) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares which may thereafter from time to time be issued and allotted pursuant to the vesting of the Share Awards; and

(e) to consent, if any Director deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Award Scheme."

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

SPECIAL RESOLUTION

"**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from "GCL New Energy Holdings Limited" to "Dynasty Digital Holdings Limited" and "時代數字控股有限公司" be adopted as the secondary name in Chinese of the Company in place of the current Chinese secondary name of "協鑫新能源控股有限公司" (the "**Proposed Change of Company Name**") with effect from the date of registration as set out in the certificate of change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda, and that any one of the directors or officers of the Company be and is hereby authorized to do all such acts and things and execute all such documents he/she considers necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company."

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, 29 April 2026

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. For the avoidance of doubt, any treasury shares held by the Company (if any) shall not be entitled to vote at the Company's general meeting.

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 Investor Services 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 or postponement 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 or postponed 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 19 May 2026 to 22 May 2026, 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 22 May 2026 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 18 May 2026.

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 or adjourned in accordance with the Bye-laws. Shareholders may visit the website of the Company at www.gclnewenergy.com for details of the postponement and alternative meeting arrangement.

8. With respect to resolution no. 3 set out in this notice, the estimated audit fee for the audit services for the year ending 31 December 2026 shall be within the range of HK$1.4 million to HK$1.7 million, which was estimated based on complexity and business plan of the Group, expected audit scope, audit timetable and auditor's resources required.

9. With regard to resolution no. 5 set out in this notice, details of the proposed adoption of the Share Award Scheme are set out in Appendix III to the circular of the Company dated 29 April 2026.

As at the date of this notice, the Board comprises Mr. Zhu Gongshan (Chairman), Mr. Zhu Yufeng and Mr. Huang Wei 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. Nie Wenhua, Mr. Hu Guowen and Ms. Zhao Limei as independent non-executive Directors of the Company.