

STRICTLY PRIVATE & CONFIDENTIAL
BY EMAIL

24 January 2025

GCL New Energy Holdings Limited
Unit 1707A, Level 17
International Commerce Centre
1 Austin Road West Kowloon
Hong Kong

Attention: The Board of Directors

Dear Sirs

RE:(1) MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION;
(2) THE ISSUE OF CONSIDERATION SHARES AND CONVERSION SHARES UNDER SPECIFIC MANDATE; AND
(3) MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE LOANS

We refer to the circular of GCL New Energy Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 24 January 2025 in relation to the captioned matter (the “**Circular**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

We hereby give and have not withdrawn our written consent to the issue of the Circular with the inclusion therein of our letter and opinion(s) with even date and references to our name in the form and context in which they respectively appear in the Circular.

As at the Latest Practicable Date and the date hereof, we did not have any shareholding, directly or indirectly, in any member of the Group nor did we have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date and the date hereof, we did not and do not have any direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group since 31 December 2023, being the date to which the latest published audited consolidated accounts of the Group were made up.

We further consent to our IFA letter and this letter being made available for display as described in the paragraph headed “9. DOCUMENTS AVAILABLE FOR INSPECTION” in Appendix VI to the Circular.

Yours faithfully
For and on behalf of
Messis Capital Limited



Wallace Cheung
Managing Director

Our Ref: GCH1284/ALC/AL/so/A19/CH0117/25

24 January 2025

The Board of Directors
GCL New Energy Holdings Limited
Unit 1707A, Level 17
International Commerce Centre
1 Austin Road
West Kowloon, Hong Kong

Dear Sirs

We refer to the circular dated 24 January 2025 in connection with the proposed acquisition of 100% equity interest in Harmonic Century Global Limited by GCL New Energy Holdings Limited (**"the Company"**, together with its subsidiaries, the **"Group"**) (**"the Circular"**), a copy of which is attached and initialled by us on its front cover for the purpose of identification. Unless otherwise defined herein, terms defined in the Circular shall have the same meanings as in this letter.

We hereby consent to the inclusion of our accountants' report dated 24 January 2025 on the historical financial information of the Target Group for each of the three years ended 31 December 2023 and the seven months ended 31 July 2024 and our assurance report dated 24 January 2025 on the compilation of unaudited pro forma financial information of the Enlarged Group as set out in Appendix II and IV of the Circular respectively, and the references to our name in the form and context in which they are included.

As at the Latest Practicable Date and the date hereof, we did not have any shareholding, directly or indirectly, in any member of the Group nor did we have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date and the date hereof, we did not and do not have any direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group since 31 December 2023, being the date to which the latest published audited consolidated accounts of the Group were made up.

We further consent to our accountants' report, assurance report and this letter being made available for display as described in the paragraph headed "9. DOCUMENTS AVAILABLE FOR INSPECTION" in Appendix VI to the Circular.

Yours faithfully,
For and on behalf of
Crowe (HK) CPA Limited



Chan Wai Dune, Charles
Chairman and CEO

24 January 2025

GCL New Energy Holdings Limited
Unit 1707A, Level 17
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

Attention: The Board of Directors

**(1) MAJOR AND CONNECTED TRANSACTION
IN RELATION TO THE ACQUISITION;
(2) THE ISSUE OF CONSIDERATION SHARES AND
CONVERSION SHARES UNDER SPECIFIC MANDATE; AND
(3) MAJOR AND CONNECTED TRANSACTION
IN RELATION TO THE LOANS**

Dear Sirs,

We refer to the announcement (the “**Announcement**”) of GCL New Energy Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 9 January 2025 and the circular issued by the Company dated 24 January 2025 in connection with the captioned matter (the “**Circular**”). Unless otherwise defined herein, terms defined in the Announcement and Circular shall have the same meanings as in this letter.

We hereby give our written consent and confirm that we have not withdrawn our written consent to the issue of the Circular with the inclusion of our valuation report and opinion(s) from us and the references to our name in the form and context in which they respectively appear in the Circular.

We also confirm that as at the Latest Practicable Date and the date hereof, we did not have: (a) any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; or (b) any direct or indirect interest in any assets of the Group which have, since 31 December 2023, being the date to which the latest published audited consolidated accounts of the Group were made up, been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

We hereby further consent to our valuation report and this letter being made available for display as described in the paragraph headed “9. DOCUMENTS AVAILABLE FOR INSPECTION” in Appendix VI to the Circular.

Yours faithfully,
for and on behalf of

Jones Lang LaSalle Corporate Appraisal and Advisory Limited



Simon M.K. Chan
Executive Director