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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Hanergy Thin Film Power Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**HANERGY THIN FILM POWER GROUP LIMITED**

**漢能薄膜發電集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 566)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Hanergy Thin Film Power Group Limited (the “Company”) to be held at Conference Room, No. 0-A, Anli Road, Chaoyang District, Beijing, the People’s Republic of China (East Gate, North Park, Olympic Forest Park) on Thursday, 8 June 2017 at 10:00 a.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire and in such event, the form of proxy previously submitted shall be deemed to be revoked.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 8 June 2017 or any adjournment thereof
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“Company”	Hanergy Thin Film Power Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares as set out in the notice of the AGM
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China (for the purpose of this circular excluding Hong Kong and the Macau Special Administrative Region)

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## DEFINITIONS

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“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares as set out in the notice of the AGM
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) for the time being
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“%”	per cent

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LETTER FROM THE BOARD

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**HANERGY THIN FILM POWER GROUP LIMITED**

**漢能薄膜發電集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 566)**

*Executive Directors:*

Mr. Yuan Yabin (*Chairman*)  
Dr. Lam Yat Ming Eddie (*Vice Chairman*)  
Mr. Wang Xiong (*Vice Chairman*)  
Mr. Si Haijian (*Chief Executive Officer*)  
Mr. Huang Songchun (*Financial Controller*)  
Mr. Xu Xiaohua  
Mr. Zhang Bin

*Independent non-executive Directors:*

Ms. Zhao Lan  
Mr. Wang Tongbo  
Professor Xu Zheng  
Dr. Wang Wenjing

*Head office and principal place of  
business in Hong Kong:*

Room 2403A, 24/F,  
World Trade Centre  
280 Gloucester Road  
Causeway Bay, Hong Kong

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

26 April 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
AMENDMENTS TO THE BYE-LAWS**

**INTRODUCTION**

This circular contains information relating to the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the amendments to the Bye-laws so as to provide all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions proposed at the AGM.

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## **LETTER FROM THE BOARD**

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### **GENERAL MANDATE TO ISSUE SHARES**

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, an ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of the passing the proposed resolution of the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 41,859,050,648 Shares. Subject to the passing of the resolution approving the Issue Mandate and on the basis that no further Share are issued or repurchased prior to the AGM, the Company would be authorised to allot, issue and deal with up to a maximum of 8,371,810,129 Shares.

In addition, if the Repurchase Mandate as mentioned below is granted, a separate ordinary resolution will be proposed at the AGM to extend the number of Shares which may be allotted, issued and dealt with under the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued share capital of the Company as at the date of the grant of the Repurchase Mandate).

### **GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed at the AGM to grant to the Directors authority to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing the proposed resolution of the Repurchase Mandate. An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix I to this circular.

### **RE-ELECTION OF DIRECTORS**

In accordance with the Bye-law section 86(2), Mr. Yuan Yabin, Mr. Wang Xiong, Mr. Xu Xiaohua and Mr. Zhang Bin will hold office until the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. In accordance with the Bye-law section 87(1), Dr. Lam Yat Ming Eddie, Mr. Si Haijian and Mr. Huang Songchun will retire from office at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Particulars of the Directors proposed to be re-elected at the AGM is set out in Appendix II to this circular.

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## **LETTER FROM THE BOARD**

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### **AMENDMENTS TO THE BYE-LAWS**

A special resolution will be proposed at the AGM to amend the Bye-laws to provide for the rights of HKSCC Nominees Limited (or any successor thereto to appoint) multiple proxies. The proposed changes to the Bye-laws shall become effective once the Shareholders duly pass the relevant special resolution at the AGM.

The full text of the special resolution is set out in the notice of the AGM on pages 20 to 21 of this circular.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

### **AGM**

A notice convening the AGM is set out in this circular. A form of proxy for use at the AGM is enclosed in this circular. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof to Tricor Tengis Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

The Directors consider that the Issue Mandate and the Repurchase Mandate, the proposed re-election of Directors and the amendments to the Bye-laws are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

On behalf of the Board

**Hanergy Thin Film Power Group Limited**

**Yuan Yabin**

*Chairman*



This explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, serves to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 41,859,050,648 Shares. Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be authorised to repurchase up to a maximum of 4,185,905,064 Shares.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchase may, depending on market conditions and funding arrangement at the time, result in enhancement of the net assets value and/or earnings per Share and will only be made when the Directors consider that such repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

Repurchase will only be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. Under Bermuda law, a company may repurchase its shares out of the capital paid up on the relevant shares or out of the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for the purposes of the repurchase. Any premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the company's share premium account.

As compared with the financial position disclosed in the latest published audited financial statements of the Company as at 31 December 2016, there might have a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to make any repurchase to the extent that would have a material adverse effect on the working capital requirements or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### 4. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that Mr. Li Hejun ("Mr. Li"), through its interests in controlled corporations, was interested in approximately 74.47% of the Shares of the Company. The Directors are not aware of any Shareholder, or group of Shareholders acting in concert who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate. The Directors have no present intention to exercise the power under the Repurchase Mandate to be granted to the Company by the Shareholders.

In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by Mr. Li and there is no other change to the issued share capital of the Company, the shareholding of Mr. Li in the Company will be increased to approximately 82.74%. The Company has no intention to exercise the power under the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2016	N/A*	N/A*
May 2016	N/A*	N/A*
June 2016	N/A*	N/A*

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
July 2016	N/A*	N/A*
August 2016	N/A*	N/A*
September 2016	N/A*	N/A*
October 2016	N/A*	N/A*
November 2016	N/A*	N/A*
December 2016	N/A*	N/A*
January 2017	N/A*	N/A*
February 2017	N/A*	N/A*
March 2017	N/A*	N/A*
April 2017 (up to the Latest Practicable Date)	N/A*	N/A*

\* Trading in the Shares has been suspended since 20 May 2015.

## 6. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any of the Shares to the Company or its subsidiaries.

No core connected persons (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to repurchase Shares.

## 7. SHARE PURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

## 8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the laws of Bermuda.

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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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The particulars of the Directors proposed for re-election at the AGM are set out as follows:

**Mr. Yuan, Yabin (“Mr. Yuan”)**, aged 48, was appointed as an executive director and the Chairman of the Board on 20 May 2016. Mr. Yuan obtained a bachelor degree in engineering from Harbin Institute of Technology in 1990 and a master degree in business administration from Tsinghua University in 2003. Mr. Yuan joined Hanergy Holding Group in 2013 and currently acts as the President of Hanergy Holding Group and President of Alta Devices, Inc. Prior to joining Hanergy Holding Group, Mr. Yuan has worked in CPPCC National Committee and Capital Aerospace Machinery Corporation.

As at the Latest Practicable Date, Mr. Yuan held 20,220,000 shares of the Company, representing approximately 0.048% of the issued share capital of the Company.

There is no service contract between the Company and Mr. Yuan. Mr. Yuan is not appointed for a specified term of service but is subject to retirement by rotation and other related provisions as stipulated in the bye-laws of the Company. Mr. Yuan is entitled to a director’s fee of HK\$18,000 and remuneration of HK\$170,565.78 per month, which were determined with reference to the prevailing market conditions, Mr. Yuan’s duties, contributions and responsibilities.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yuan has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yuan (i) did not have any other major appointments and professional qualifications; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Dr. Lam, Yat Ming Eddie (“Dr. Lam”)**, aged 48, joined the Board as an executive director on 15 May 2014 and was appointed as the Vice Chairman of the Board on 20 May 2016. Dr. Lam has years of experience in banking and financing. Dr. Lam is a post-doctorate in Financial Engineering from the Shanghai Jiaotong University and holds a doctor of philosophy degree in Finance from the Hong Kong Chinese University. Dr. Lam is also a Chartered Financial Analyst, Certified Financial Planner and Fellow of The Institute of Financial Accountants. Dr. Lam has worked at various financial institutions, including CITIC Securities International, China CITIC Bank International, BCT, Hong Kong Mortgage Corporation, and Standard Chartered Bank.

As at the Latest Practicable Date, Dr. Lam held share options entitling him to subscribe for an aggregate of 1,600,000 Shares (equivalent to approximately 0.004% of the existing issued share capital of the Company).

There is no service contract between the Company and Dr. Lam. Dr. Lam is not appointed for a specific term of service but is subject to retirement by rotation and other related provisions as stipulated in the bye-laws of the Company. Dr. Lam receives director’s fee of HK\$18,000 and remuneration of HK\$330,000 per month, which was determined with reference to the prevailing market conditions, Dr. Lam’s duties, contributions and responsibilities.

Save as disclosed above, as at the Latest Practicable Date, Dr. Lam has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Dr. Lam (i) did not have any other major appointments and professional qualifications; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. Wang Xiong (“Mr. Wang”)**, aged 50, was appointed as an executive director and the Vice Chairman of the Board on 1 November 2016. Mr. Wang obtained a bachelor degree in engineering from the Harbin Engineering University in the PRC in 1987 and obtained a master degree in engineering from Tokai University of Japan in 1993. Mr. Wang has over 20 years of experience in investment management, corporate finance and international marketing. He was an executive director of China Success Finance Group Holdings Limited (Stock Code: 3623), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), from July 2016 to October 2016 and was responsible for capital management of the Company. He was an executive director and the vice chairman of Carnival Group International Holdings Limited (Stock Code: 996), a company listed on the Main Board of the Stock Exchange, from March 2013 to October 2014 and was responsible for coordinating relationship with the government and monitoring the implementation of strategies.

There is no service contract between the Company and Mr. Wang. Mr. Wang is not appointed for a specific term of service but is subject to retirement by rotation and other related provisions as stipulated in the bye-laws of the Company. Mr. Wang receives director’s fee of HK\$18,000 and remuneration of HK\$82,000 per month, which was determined with reference to the prevailing market conditions, Mr. Wang’s duties, contributions and responsibilities.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) did not have any other major appointments and professional qualifications; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

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**APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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**Mr. Si Haijian (“Mr. Si”)**, aged 38, joined the Board as an executive director on 21 December 2015 and was appointed as the Chief Executive Officer of the Company on 20 May 2016. Mr. Si obtained a bachelor’s degree in accounting from Shandong College of Economics (山東經濟學院) in 2002 and an MBA degree from Beijing Jiaotong University (北京交通大學) in 2008. Mr. Si is a fellow member of the Association of Chartered Certified Accountants, a Certified Internal Auditor and a Certified Public Accountant of the PRC. Mr. Si has extensive experiences in financial management. He joined Hanergy Holding in April 2014 and worked for Hanergy Global Solar Power & Applications Group as chief executive officer.

As at the Latest Practicable Date, Mr. Si held share options entitling him to subscribe for an aggregate of 1,500,000 Shares (equivalent to approximately 0.004% of the existing issued share capital of the Company).

There is no service contract between the Company and Mr. Si. Mr. Si is not appointed for a specific term of service but is subject to retirement by rotation and other related provisions as stipulated in the bye-laws of the Company. Mr. Si receives director’s fee of HK\$18,000 and remuneration of HK\$135,846.15 per month, which was determined with reference to the prevailing market conditions, Mr. Si’s duties, contributions and responsibilities.

Save as disclosed above, as at the Latest Practicable Date, Mr. Si has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Si (i) did not have any other major appointments and professional qualifications; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. Huang Songchun (“Mr. Huang”)**, aged 51, was appointed as an executive director and the Financial Controller of the Company on 21 December 2015. Mr. Huang also acts as legal representatives of certain subsidiaries of the Company. Mr. Huang obtained a bachelor’s degree in economics from Northern Jiatong University (北方交通大學) (currently known as Beijing Jiatong University 北京交通大學) in 1988. Mr. Huang worked in Guangshen Railway Company (廣深鐵路總公司) (currently known as Guangzhou Railway (Group) Company 廣州鐵路(集團)公司) from 1988 to 2004 and joined Hanergy Holding in 2004. Mr. Hunag currently serves as the management in Hanergy Holding and certain subsidiaries, including (i) the supervisor of 寧夏天淨神州風力發電有限公司 (Ningxia Tianjing Shenzhou Wind Power Co., Ltd\*); and (ii) the supervisor of 浙江長興漢能薄膜太陽能有限公司 (Zhejiang Changxing Hanergy Film Solar Power Co., Ltd\*).

As at the Latest Practicable Date, Mr. Huang held 1,162,500 shares of the Company, representing approximately 0.003% of the issued share capital of the Company. Mr. Huang also held share options entitling him to subscribe for an aggregate of 418,500 Shares (equivalent to approximately 0.001% of the existing issued share capital of the Company).

There is no service contract between the Company and Mr. Huang. Mr. Huang is not appointed for a specified term of service but is subject to retirement by rotation and other related provisions as stipulated in the bye-laws of the Company. Mr. Huang receives director’s fee of HK\$18,000 and remuneration of HK\$60,000 per month, which were determined with reference to the prevailing market conditions, Mr. Huang’s duties, contributions and responsibilities.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang (i) did not have any other major appointments and professional qualifications; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).



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**APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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**Mr. Xu, Xiaohua (“Mr. Xu”)**, aged 38, was appointed as an executive director on 20 May 2016. Mr. Xu obtained a master degree in microelectronics and solid-state electronics from Institute of Semiconductors, Chinese Academy of Sciences in 2004. Mr. Xu joined Apollo Precision (Fujian) Limited (a wholly-owned subsidiary of the Company) in 2010. Mr. Xu currently serves as the Executive President of Flexible Industrial Applications Business Unit and responsible for the operation of China. He also serves as the Chief Executive Officer of HIT Business Unit and responsible for the operation of the business unit.

As at the Latest Practicable Date, Mr. Xu held 6,000,000 shares of the Company, representing approximately 0.014% of the issued share capital of the Company.

There is no service contract between the Company and Mr. Xu. Mr. Xu is not appointed for a specific term of service but is subject to retirement by rotation and other related provisions as stipulated in the bye-laws of the Company. Mr. Xu receives director’s fee of HK\$18,000 and remuneration of HK\$60,050 per month, which was determined with reference to the prevailing market conditions, Mr. Xu’s duties, contributions and responsibilities.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu (i) did not have any other major appointments and professional qualifications; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

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**APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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**Mr. Zhang Bin (“Mr. Zhang”)**, aged 52, was appointed as an executive director on 1 October 2016. Mr. Zhang obtained a master degree in engineering from the Beihang University in 2009. Mr. Zhang has over 20 years’ experience in corporate brand and sales management. For the past five years, Mr. Zhang was the Vice President of Jomoo Kitchen & Bathroom Appliances Co., Ltd. Mr. Zhang is currently the Senior Vice President of Hanergy Holding Group Limited.

There is no service contract between the Company and Mr. Zhang. Mr. Zhang is not appointed for a specific term of service but is subject to retirement by rotation and other related provisions as stipulated in the bye-laws of the Company. Mr. Zhang receives director’s fee of HK\$18,000 and remuneration of HK\$135,846 per month, which was determined with reference to the prevailing market conditions, Mr. Zhang’s duties, contributions and responsibilities.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang has not held (i) any other positions with the Company or its subsidiaries; and (ii) any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang (i) did not have any other major appointments and professional qualifications; (ii) did not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iii) was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Yuan, Dr. Lam, Mr. Wang, Mr. Si, Mr. Huang, Mr. Xu and Mr. Zhang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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### HANERGY THIN FILM POWER GROUP LIMITED 漢能薄膜發電集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 566)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Hanergy Thin Film Power Group Limited (the “Company”) will be held at Conference Room, No. 0-A, Anli Road, Chaoyang District, Beijing, the People’s Republic of China (East Gate, North Park, Olympic Forest Park) on Thursday, 8 June at 10:00 a.m. to transact the following businesses:

As ordinary business:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and the auditor of the Company for the year ended 31 December 2016.
2. To re-elect the following Directors and to authorise the board of Directors to fix the remuneration of the Directors:
  - (a) Mr. Yuan Yabin as executive Director;
  - (b) Dr. Lam Yat Ming Eddie as executive Director;
  - (c) Mr. Wang Xiong as executive Director;
  - (d) Mr. Si Haijian as executive Director;
  - (e) Mr. Huang Songchun as executive Director;
  - (f) Mr. Xu Xiaohua as executive Director; and
  - (g) Mr. Zhang Bin as executive Director.
3. To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of directors to fix their remuneration.

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### ORDINARY RESOLUTIONS

As special business, to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares; (iii) the exercise of options granted under the share option scheme or similar arrangement of the Company; or (iv) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest 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; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors may regard to any legal restrictions under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved; the aggregate nominal amount of the Share which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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- (b) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest 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; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions number (4) and (5) above, the general mandate granted to the directors to allot, issue and deal with any additional Shares pursuant to resolution number (4) be and is hereby extended by the addition thereto of the total nominal amount of Shares which may be purchased by the Company under the authority granted pursuant to resolution number (5), provided that such amount of Shares so purchased shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

### SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass with or without modification the following resolution as special resolution of the Company:

7. “**THAT** the existing bye-laws of the Company (the “Bye-laws”) be amended by deleting the existing Bye-law 78 in its entirety and substituting there for with the following:

78. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on his behalf. A Member who is the holder of two or more shares may appoint one or more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or

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proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.”

By order of the Board  
**Hanergy Thin Film Power Group Limited**  
**Yuan Yabin**  
*Chairman*

Hong Kong, 26 April 2017

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Room 2403A, 24/F,  
World Trade Centre  
280 Gloucester Road  
Causeway Bay,  
Hong Kong

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on his behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

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5. The register of members of the Company will be closed from Monday, 5 June to Thursday, 8 June 2017 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 2 June 2017.

*As at the date of hereof, the executive Directors are Mr. Yuan Yabin (Chairman), Dr. Lam Yat Ming Eddie (Vice Chairman), Mr. Wang Xiong (Vice Chairman), Mr. Si Haijian (Chief Executive Officer), Mr. Huang Songchun (Financial Controller), Mr. Xu Xiaohua and Mr. Zhang Bin; and the independent non-executive Directors are Ms. Zhao Lan, Mr. Wang Tongbo, Professor Xu Zheng and Dr. Wang Wenjing.*