



# 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)

### PROXY FORM

Form of proxy for use by shareholders at the annual general meeting (“Meeting”) to be convened at Conference Room, No. 0-A, Anli Road, Chaoyang District, Beijing, the People’s Republic of China (East Gate, North Park, Olympic Forest Park) at 10:00 a.m. on Thursday, 8 June 2017.

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ ordinary shares of HANERGY THIN FILM POWER GROUP LIMITED (“Company”) hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) in respect of the resolutions to be cast <sup>(note d)</sup>.

Ordinary Resolutions		For	Against
1	To receive and consider the audited consolidated financial statements and the reports of the Directors and of the auditors of the Company for the year ended 31 December 2016		
2	(a) To re-elect Mr. Yuan Yabin as executive Director		
	(b) To re-elect Dr. Lam Yat Ming Eddie as executive Director		
	(c) To re-elect Mr. Wang Xiong as executive Director		
	(d) To re-elect Mr. Si Haijian as executive Director		
	(e) To re-elect Mr. Huang Songchun as executive Director		
	(f) To re-elect Mr. Xu Xiaohua as executive Director		
	(g) To re-elect Mr. Zhang Bin as executive Director		
	(h) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company		
3	To consider the re-appointment of auditor of the Company and to authorise the board of Directors to fix their remuneration		
4	To grant a general mandate to the Directors to issue shares of the Company		
5	To grant a general mandate to the Directors to repurchase shares of the Company		
6	To extend the general mandate granted to the Directors to issue shares by the nominal amount of shares repurchased		
<b>Special Resolution</b>			
7	To amend the Bye-laws of the Company as more particularly set out in the notice of the Meeting dated 26 April 2017		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature: \_\_\_\_\_ <sup>(notes e to h)</sup>

**Notes:**

- Full name(s) and address are to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of ordinary shares to which this form of proxy relates in the space provided. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in **BLOCK CAPITAL LETTERS** in the space provided. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identification document.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form is returned duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- This 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 executed under its common seal or under the hands of an officer or attorney or other person duly authorised.
- In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of that power or authority must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting.
- Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting should you so wish.
- In the case of joint holders, the vote of the person whose name stands first on the register, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), 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.
- Any alteration made to this form should be initialled by the person who signs the form.