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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
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 Friday, 15 June 2018 at 10:00 a.m. is set out on pages 16 to 20 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.

24 April 2018

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DEFINITIONS

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 Friday, 15 June 2018 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”	19 April 2018, 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)

DEFINITIONS

“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 Code on Takeovers and Mergers issued by the SFC
“%”	per cent

LETTER FROM THE BOARD



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. Si Haijian (*Chief Executive Officer*)
Mr. Huang Songchun (*Financial Controller*)
Mr. Xu Xiaohua
Mr. Zhang Bin

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

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

Independent non-executive Directors:

Mr. Lo Man Tuen, *G.B.S., JP*
Professor He Xiaofeng
Professor Zhang Qiusheng
Mr. Wang Dan

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

24 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

This circular contains information relating to the Issue Mandate and the Repurchase Mandate, and the re-election of Directors 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.

LETTER FROM THE BOARD

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 total number of Shares in issue 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 42,145,676,048 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 8,429,135,209 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 total number of Shares in issue 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 total number of Shares in issue 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. Lo Man Tuen, Professor He Xiaofeng, Professor Zhang Qiusheng and Mr. Wang Dan 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), Mr. Xu Xiaohua and Mr. Zhang Bin 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.

LETTER FROM THE BOARD

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.

No Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 12 June 2018 to Friday, 15 June 2018, both days inclusive, in order to determine the entitlement to attend the AGM. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates 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 not later than 4:30 p.m. on Monday, 11 June 2018.

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.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the Issue Mandate and the Repurchase Mandate, and the proposed re-election of Directors 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.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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 42,145,676,048 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 4,214,567,604 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 as a whole. The Directors have no present intention to repurchase any Shares.

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 2017, 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 73.96% of the Shares of the Company.

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 82.18%. On the basis of the aforesaid increase of shareholding held by Mr. Li Hejun and its controlled corporations, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2017	N/A*	N/A*
May 2017	N/A*	N/A*
June 2017	N/A*	N/A*
July 2017	N/A*	N/A*
August 2017	N/A*	N/A*
September 2017	N/A*	N/A*
October 2017	N/A*	N/A*
November 2017	N/A*	N/A*
December 2017	N/A*	N/A*
January 2018	N/A*	N/A*
February 2018	N/A*	N/A*
March 2018	N/A*	N/A*
April 2018 (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 its subsidiaries, 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.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. Xu, Xiaohua (“Mr. Xu”), aged 39, 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 in 2010 and currently acts as management personnel of the Company. Mr. Xu is currently responsible for the domestic operations of Hanergy’s flexible industrial application department and research and development of new technology for Hanergy’s equipment business department. Mr. Xu also acts as director and legal representative of certain subsidiaries of the Company.

As at the Latest Practicable Date, Mr. Xu held 6,000,000 Shares, 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 is entitled to receive director’s fee of HK\$234,000 and remuneration of approximately HK\$1,126,784 per annum, 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)).

Mr. Zhang Bin (“Mr. Zhang”), aged 53, was appointed as an executive Director on 1 October 2016. Mr. Zhang also acts as director and legal representative of certain subsidiaries of the Company. 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. Mr. Zhang had served as 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 is entitled to receive director’s fee of HK\$234,000 and remuneration of HK\$1,766,000 per annum, 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)).

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Lo Man Tuen, G.B.S., JP (“Mr. Lo”), aged 69, was appointed as an independent non-executive Director on 4 September 2017. Mr. Lo is currently the Chairman of Wing Li Group (International) Limited and non-executive director of China Shandong Hi-Speed Financial Group Limited (Stock Code: 00412.HK). In 2013, Mr. Lo was appointed as the President of the Hong Kong Association for the Promotion of the Peaceful Reunification of China. In 2015, Mr. Lo was appointed as the President of the China Peaceful Development General Summit of the Hong Kong Macao Taiwan Diaspora.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lo 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. Lo (i) does not have any other major appointments and professional qualifications; (ii) does not have any relationship with any directors, senior management, or controlling shareholders of the Company; and (iii) is 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)).

Mr. Lo has entered into an appointment letter with the Company, with a term of three years from 4 September 2017 to 3 September 2020, subject to retirement by rotation and other relevant provisions as stipulated in the bye-laws of the Company. Mr. Lo is entitled to receive director’s fee of HK\$600,000 per annum, which were determined with reference to the prevailing market conditions, Mr. Lo’s duties, contributions and responsibilities.

Prof. He Xiaofeng (“Prof. He”), aged 62, was appointed as an independent non-executive Director on 4 September 2017. Prof. He obtained a Bachelor’s degree and a Master’s degree in Economics in 1982 and 1984 from Peking University, respectively. He is currently the professor of the Department of Finance, School of Economics of Peking University (北京大學經濟學院金融學系) since August 2000 and has been a doctoral supervisor since August 2001 and a director of the Research Center of Financial and Industrial Development of Peking University (北京大學金融與產業發展研究中心) since August 2005. He has taught in the School of Economics of Peking University (北京大學經濟學院) since 1984. Prof. He has also has served as a council member of China Enterprises Investment Association (中國企業投資協會) and deputy director of Financial Enterprises Investment Committee (金融企業投資委員會) from 2006 to present, vice chairman of Beijing Private Equity Association (北京股權投資基金協會) from 2008 to present, has served as an independent director of E Fund Management Co., Ltd. (易方達基金管理有限公司) from 2010 to May 2016 and served as a director of Beijing Qingchang Power Technology Co., Ltd. (北京清暢電力技術股份有限公司) (SZSE Stock Code: 430057) from February 2012 to February 2015, and has served as a director of Beijing Fof Capital Co., Ltd from 2015 to present. He was appointed as a member of the Remuneration Committee and the Nomination Committee of the Beijing Capital Grand Limited (Stock Code: 1329) on 28 December 2016. He was appointed as an independent non-executive Director and a member of each of the Audit Committee and Strategic Investment Committee of the Beijing Capital Grand Limited on 21 December 2013.

Save as disclosed above, as at the Latest Practicable Date, Prof. He 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, Prof. He (i) does not have any other major appointments and professional qualifications; (ii) does not have any relationship with any directors, senior management, or controlling shareholders of the Company; and (iii) is 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)).

Prof. He has entered into an appointment letter with the Company, with a term of three years from 4 September 2017 to 3 September 2020, subject to retirement by rotation and other relevant provisions as stipulated in the bye-laws of the Company. Prof. He is entitled to receive director’s fee of HK\$600,000 per annum, which were determined with reference to the prevailing market conditions, Prof. He’s duties, contributions and responsibilities.

Prof. Zhang Qiusheng (“Prof. Zhang”), aged 49, was appointed as an independent non-executive Director on 4 September 2017. Prof. Zhang obtained a doctoral degree in Economics from Beijing Jiaotong University in 1992. He is currently a second-grade professor of Beijing Jiaotong University, the Dean of the School of Economics and Management of Beijing Jiaotong University, the party secretary, the director of the Centre of China Mergers and Acquisitions Research, a member of course evaluation team of the Academic Degrees Committee of the State Council, an candidate of “Accountant Specialist Training Project” of the Ministry of Finance and the Vice Chairman of China Federation of Logistics & Purchasing. He is also a certified public accountant and a certified tax counsel in the PRC. He served as the vice mayor of Liuzhou of Guangxi Zhuang Autonomous Region, and external directors of central enterprises.

Save as disclosed above, as at the Latest Practicable Date, Prof. 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, Prof. Zhang (i) does not have any other major appointments and professional qualifications; (ii) does not have any relationship with any directors, senior management, or controlling shareholders of the Company; and (iii) is 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)).

Prof. Zhang has entered into an appointment letter with the Company, with a term of three years from 4 September 2017 to 3 September 2020, subject to retirement by rotation and other relevant provisions as stipulated in the bye-laws of the Company. Prof. Zhang is entitled to receive director’s fee of HK\$600,000 per annum, which were determined with reference to the prevailing market conditions, Prof. Zhang’s duties, contributions and responsibilities.

Mr. Wang Dan (“Mr. Wang”), aged 40, was appointed as an independent non-executive Director on 4 September 2017. Mr. Wang obtained a Bachelor’s degree in Law from China University of Political Science and Law in 2001 and a Master’s degree in Law from University of Essex in 2004. He currently is the director and the senior partner of The Longan Law Firm, the part-time professor of China University of Political Science and Law, a member of China Banking Law Society, a member of association of Bankruptcy Law Association of East Asia. He is qualified to be an independent director of listed companies in the PRC. Mr. Wang is principally engaged in securities issuance and listing, re-financing, re-financing of non-listed companies, venture capital investment and private equity funds, internet and the e-commerce and risk prevention of corporate law. He is currently the legal counsel of various listed-companies, listed companies on National Equities Exchange and Quotations and IT companies. He also publishes the book “Legal Practices of Electronic Commerce (電子商務法律實務)”.

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) does not have any other major appointments and professional qualifications; (ii) does not have any relationship with any directors, senior management, or controlling shareholders of the Company; and (iii) is 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)).

Mr. Wang has entered into an appointment letter with the Company, with a term of three years from 4 September 2017 to 3 September 2020, subject to retirement by rotation and other relevant provisions as stipulated in the bye-laws of the Company. Mr. Wang is entitled to receive director’s fee of HK\$600,000 per annum, which were determined with reference to the prevailing market conditions, Mr. Wang’s duties, contributions and responsibilities.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Xu, Mr. Zhang, Mr. Lo, Professor He, Professor Zhang and Mr. Wang 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.

NOTICE OF ANNUAL GENERAL MEETING



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 Friday, 15 June 2018 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 2017.
2. To re-elect the following Directors and to authorise the board of Directors to fix the remuneration of the Directors:
 - (a) Mr. Xu Xiaohua as executive Director;
 - (b) Mr. Zhang Bin as executive Director;
 - (c) Mr. Lo Man Tuen, *G.B.S., JP* as independent non-executive Director;
 - (d) Professor He Xiaofeng as independent non-executive Director;
 - (e) Professor Zhang Qiusheng as independent non-executive Director; and
 - (f) Mr. Wang Dan as independent non-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.

NOTICE OF ANNUAL GENERAL MEETING

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 total number of Shares 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 total number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 total number of Shares 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 number 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 number of Shares in issue as at the date of passing this resolution.”

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

Hong Kong, 24 April 2018

NOTICE OF ANNUAL GENERAL MEETING

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.
5. The register of members of the Company will be closed from Tuesday, 12 June 2018 to Friday, 15 June 2018 (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 Monday, 11 June 2018.

As at the date of hereof, the executive Directors are Mr. Yuan Yabin (Chairman), Dr. Lam Yat Ming Eddie (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 Mr. Lo Man Tuen, G.B.S., JP, Professor He Xiaofeng, Professor Zhang Qiusheng and Mr. Wang Dan.