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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)

UPDATE ON THE NUMBER OF RELEVANT SECURITIES IN ISSUE PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Hanergy Thin Film Power Group Limited (the “**Company**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to (i) the announcements issued by the Company on 1 November 2018, 2 November 2018, 6 November 2018 and 7 December 2018; (ii) the joint announcement made by Hanergy Mobile Energy Holding Group Co., Ltd. (the “**Offeror**”) dated 26 February 2019 (the “**Joint Announcement**”), and (iii) the News Release. Capitalised terms used herein have the same meanings as those defined in the Joint Announcement.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that, pursuant to the terms of the Share Option Scheme, a total of 600,000 Share Options with an exercise price of HK\$3.61 per Share Option with rights to subscribe for a total of 600,000 Shares have lapsed on 1 March 2019 due to the resignation of an employee.

As at the date of this announcement, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprised (i) 42,145,676,048 Shares in issue; and (ii) 31,340,000 outstanding Share Options with rights to subscribe for a total of 31,340,000 Shares, of which 1,200,000 Share Options are held by Dr. Lam Yat Ming Eddie (an executive Director) and the remaining 30,140,000 Share Options are held by employees of the Group. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

As at the date of this announcement, the respective exercise prices and exercise periods of the 31,340,000 outstanding Share Options are as follows:

Number of outstanding Share Options	Exercise price (HK\$)	Exercise period
18,360,000	1.716	From 27 October 2014 to 31 October 2019
5,700,000	3.61	From 30 January 2015 to 29 January 2020
7,280,000	6.91	From 16 April 2015 to 15 April 2020

DISCLOSURE OF DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, respective associates (as defined under the Takeovers Code) of the Company and the Offeror, including among others, persons who own or control 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), are hereby reminded to disclose their dealings in any relevant securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced as below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING: Shareholders, Optionholders, and/or potential investors of the Company should exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank manager, solicitor or other professional advisers.

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

Hong Kong, 8 March 2019

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.