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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 Wednesday, 12 June 2019 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.

17 April 2019

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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 Wednesday, 12 June 2019 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 issued 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”	12 April 2019, 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 only excluding Hong Kong and the Macau Special Administrative Region)
“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

DEFINITIONS

“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

Independent non-executive Directors:

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

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

Room 2204–06, 22/F,
World Trade Centre
280 Gloucester Road
Causeway Bay, Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

17 April 2019

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 87(1), Mr. Yuan Yabin, 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 are set out in Appendix II to 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,

LETTER FROM THE BOARD

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 Friday, 7 June 2019 to Wednesday, 12 June 2019, 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 Thursday, 6 June 2019.

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.

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 2018, 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”) together with his associates (including his brother Mr. Li Weijun and his sister Ms. Li Xue) and interests in controlled corporations controlled by Mr. Li and his associates, were interested in approximately 59.30% 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 interested by Mr. Li and his associates and there is no other change to the issued share capital of the Company, the interests of Mr. Li and his associates in the Shares of the Company will be increased to approximately 65.89%. On the basis of the aforesaid increase of shareholding, the Company is 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 would be 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 2018	N/A*	N/A*
May 2018	N/A*	N/A*
June 2018	N/A*	N/A*
July 2018	N/A*	N/A*
August 2018	N/A*	N/A*
September 2018	N/A*	N/A*
October 2018	N/A*	N/A*
November 2018	N/A*	N/A*
December 2018	N/A*	N/A*
January 2019	N/A*	N/A*
February 2019	N/A*	N/A*
March 2019	N/A*	N/A*
April 2019 (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.

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

Mr. Yuan, Yabin (“Mr. Yuan”), aged 50, was appointed as an executive director and the Chairman of the Board on 20 May 2016. Mr. Yuan also acts as director and legal representative of certain subsidiaries of the Company. 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 worked in Hanergy Holding Group Limited (漢能控股集團有限公司) from 2013 to 2018. Prior to joining Hanergy Holding Group, Mr. Yuan has worked in CPPCC National Committee and Capital Aerospace Machinery Corporation. Mr. Yuan currently act as the President of Alta Devices, Inc. Mr. Yuan also act as the director and President of Hanergy Mobile Energy Holding Group Co., Ltd (漢能移動能源控股集團有限公司)

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.

Mr. Yuan entered into a service agreement with the Company for a period of three years from 15 June 2018, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Mr. Yuan is entitled to a director’s fee of HK\$234,000 and remuneration of approximately HK\$4,310,000 per annum, and year-end discretionary bonus (subject to the approval of the Board), which has been 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 SFO).

Dr. Lam, Yat Ming Eddie (“Dr. Lam”), aged 50, 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 also acts as director of certain subsidiaries of the Company. 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, Fellow of Institute of Public Accountants (Australia) and Fellow of The Institute of Financial Accountants (United Kingdom). 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 1,200,000 Shares (equivalent to approximately 0.003% of the existing issued share capital of the Company).

Dr. Lam entered into a service agreement with the Company for a period of three years from 15 June 2018, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Dr. Lam is entitled to a director's fee of HK\$234,000 and remuneration of approximately HK\$4,290,000 per annum, and year-end discretionary bonus (subject to the approval of the Board), which has been 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 SFO).

Mr. Si Haijian ("Mr. Si"), aged 40, 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 also acts as director and legal representative of certain subsidiaries of the Company. 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. From 2016, Mr. Si is studying in Doctor of Management in Beijing Jiaotong University (北京交通大學). 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 and general management. He joined Hanergy Holding in April 2014 and worked for Hanergy Global Solar Power & Applications Group as chief executive officer.

Mr. Si entered into a service agreement with the Company for a period of three years from 15 June 2018, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Mr. Si is entitled to a director's fee of HK\$234,000 and remuneration of approximately HK\$1,766,000 per annum, and year-end discretionary bonus (subject to the approval of the Board), which has been 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 SFO).

Mr. Huang Songchun (“**Mr. Huang**”), aged 53, was appointed as an executive director and the Financial Controller of the Company on 21 December 2015. Mr. Huang also acts as director 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. Mr. Huang worked in Hanergy Holding Group Limited (漢能控股集團有限公司) from 2004 to 2018.

As at the Latest Practicable Date, Mr. Huang and his spouse held 2,906,000 shares of the Company, representing approximately 0.007% of the issued share capital of the Company.

Mr. Huang entered into a service agreement with the Company for a period of three years from 15 June 2018, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Mr. Huang is entitled to a director’s fee of HK\$234,000 and remuneration of approximately HK\$1,459,000 per annum, and year-end discretionary bonus (subject to the approval of the Board), which has been 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 SFO).

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. Si and Mr. Huang 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 Wednesday, 12 June 2019 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 2018.
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. Si Haijian as executive Director; and
 - (d) Mr. Huang Songchun 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.

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

- (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

NOTICE OF ANNUAL GENERAL MEETING

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

- (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 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, 17 April 2019

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

*Head office and principal place of
business in Hong Kong:*
Room 2204-06, 22/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.

NOTICE OF ANNUAL GENERAL MEETING

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 Friday, 7 June 2019 to Wednesday, 12 June 2019 (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 Thursday, 6 June 2019.

As at the date 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.