



# 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)

IN THE SUPREME COURT OF BERMUDA  
CIVIL JURISDICTION  
(Commercial List)

2019: No. 149

IN THE MATTER of **Hanergy Thin Film Power Group Limited**  
AND IN THE MATTER of section 99 of the Companies Act 1981

**Form of proxy for use by shareholders of Hanergy Thin Film Power Group Limited (“Company”) at the Court Meeting convened at the direction of the Supreme Court of Bermuda to be held at 10:00 a.m. (Hong Kong time) on Saturday, 18 May 2019 and at any adjournment thereof (“Court Meeting”).**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ ordinary shares of the Company  
hereby appoint the Chairman of the Court Meeting or \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy <sup>(note c)</sup> at the Court Meeting, for the purpose of considering, and, if thought fit, approving (with or without modification(s)) a scheme of arrangement (“**Scheme**”) proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme Document dated 25 April 2019) and at the Court Meeting to vote for me/us and in my/our name(s) for the Scheme (either with or without modification(s), as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

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

FOR the Scheme <sup>(note d)</sup>	AGAINST the Scheme <sup>(note d)</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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

**Notes:**

- Full name(s) and address(es) 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 Court Meeting as your proxy, please delete the words “the Chairman of the Court 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 Court Meeting on your behalf, such proxy shall produce his/her own identification document.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK (“✓”) THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST the Scheme”.** If this form is returned duly signed but without any specific direction on the Scheme, the proxy will vote or abstain at his discretion in respect of the Scheme. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting, or abstain.
- 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 not later than 10:00 a.m. (Hong Kong time) on 16 May 2019, but if this form of proxy is not so lodged, it may be handed to the Chairman of the Court Meeting at the Court 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.