



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 of Hanergy Thin Film Power Group Limited (“Company”) at the special general meeting to be held at Conference Room, No. 0-A, Anli Road, Chaoyang District, Beijing, the PRC (East Gate, North Park, Olympic Forest Park) at 10:30 a.m. (Hong Kong time) on Saturday, 18 May 2019 and at any adjournment thereof (“Meeting”).

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ ordinary shares of the Company
hereby appoint the Chairman of the Meeting or _____
of _____

to act as my/our proxy ^(note c) at the Meeting (or as soon as thereafter as the Court Meeting (as defined in the Scheme Document dated 25 April 2019) convened for the same day and place shall have been concluded or adjourned), for the purpose of considering, and, if thought fit, passing the Special Resolution set out in the Notice of Special General Meeting dated 25 April 2019 convening the Meeting and at such Meeting to vote for me/us and in my/our name(s) in respect of the Special Resolution 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 ^(note d).

	FOR ^(note d)	AGAINST ^(note d)
SPECIAL RESOLUTION ^(note e)		

Dated this _____ day of _____ 2019

Signature: _____ ^(notes f to j)

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 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If this form is returned duly signed but without any specific direction on the proposed special resolution, the proxy will vote or abstain at his discretion in respect of such resolution. 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 of the Special General Meeting.
- The full text of the special resolution is set out in the Notice of Special General Meeting dated 25 April 2019.
- 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.