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香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本接納表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本接納表格全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

This document is the Form of Acceptance referred to in the scheme document addressed to the Scheme Shareholders and the Optionholders dated 25 April 2019 (the "Scheme Document") for use by the Optionholders to declare their choice in respect of the Option Offer. You should read it in conjunction with the Scheme Document and the Option Offer Letter sent by BaoQiao Partners Capital Limited ("BaoQiao Partners") on behalf of the Offeror dated 25 April 2019 in relation to the Option Offer.

本文件乃日期為二零一九年四月二十五日發出予計劃股東及購股權持有人的計劃文件（「計劃文件」）所述的接納表格，以供購股權持有人使用，聲明彼等關於購股權要約的選擇。閣下應將本文件連同計劃文件及由寶橋融資有限公司（「寶橋」）代表要約人就購股權要約寄發的日期為二零一九年四月二十五日之購股權要約函件一併閱讀。

Terms defined in the Scheme Document have the same meanings in this Form of Acceptance.  
計劃文件所界定的詞彙於本接納表格具有相同涵義。

**Hanergy**  
Thin Film Power

**漢能移動能源控股集團有限公司**  
**HANERGY MOBILE ENERGY**  
**HOLDING GROUP CO., LTD\***  
(Incorporated in the People's Republic of China with limited liability)  
(於中華人民共和國註冊成立之有限公司)

**HANERGY THIN FILM**  
**POWER GROUP LIMITED**  
**漢能薄膜發電集團有限公司**  
(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock Code: 566)  
(股份代號: 566)

**PROPOSAL ON HANERGY THIN FILM POWER GROUP LIMITED BY**  
**HANERGY MOBILE ENERGY HOLDING GROUP CO., LTD.\***  
**BY WAY OF A SCHEME OF ARRANGEMENT**  
**(UNDER SECTION 99 OF THE BERMUDA COMPANIES ACT)**  
**OPTION OFFER FORM OF ACCEPTANCE**  
漢能移動能源控股集團有限公司  
根據百慕達公司法第99條  
以計劃安排方式  
對漢能薄膜發電集團有限公司進行提議  
之購股權要約接納表格

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer, or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisor.

如閣下對本接納表格任何方面或應採取之行動有疑問，應諮詢持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

You should return the completed Form of Acceptance to the Offeror, care of the Company at Room 2204-06, 22/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong, for the attention of the board of directors of the Offeror and marked "HANERGY THIN FILM POWER GROUP LIMITED – OPTION OFFER", by no later than 4:30 p.m. (Hong Kong time) on Thursday 6 June, 2019 (or such later date and/or time as may be notified to you by the Offeror, BaoQiao Partners and the Company or by way of joint announcement(s) to be made by the Offeror and the Company on the website of the Stock Exchange).

閣下應於填妥接納表格後不遲於二零一九年六月六日（星期四）下午四時三十分前（香港時間）（或閣下可能獲要約人、寶橋及本公司通知或通過要約人及本公司將於聯交所網站刊載的聯合公佈可能知會閣下之較後日期及/或時間）交回要約人，由本公司轉交，地址為香港銅鑼灣告士打道280號世貿中心22樓2204-06室，要約人董事會收，並註明「漢能薄膜發電集團有限公司 – 購股權要約」。

Before returning the Form of Acceptance to the board of directors of the Offeror, please ensure that you have completed and signed the Form of Acceptance and that your signature has been witnessed.

在向要約人董事會交回接納表格前，請確保閣下已填妥及簽署接納表格，而閣下的簽署亦經見證。

To: The Offeror, the Company and BaoQiao Partners  
致：要約人、本公司及寶橋

With reference to the Option Offer set out in the Option Offer Letter made by BaoQiao Partners on behalf of the Offeror dated 25 April 2019, I hereby declare my choice in respect of the Option Offer by ticking the relevant box below in respect of ALL the Share Options that I hold as at the Option Offer Record Date on the terms and subject to the conditions set out in the Option Offer (Note 1):

參照寶橋代表要約人作出日期為二零一九年四月二十五日的購股權要約函件所載的購股權要約，本人謹此按照購股權要約所載的條款及條件，就本人於購股權要約記錄日期持有的全部購股權在有關空欄加上「✓」，以聲明本人就購股權要約的選擇（附註1）：

<b>ACCEPT</b> 接納	
<b>REJECT*</b> 拒絕*	

\* Please note that if you reject the Option Offer, you will not be entitled to receive the SPV Share Options offered in respect of any of your Share Options. Please see the section headed "Course of Action Available to Optionholders" in the Option Offer Letter for further details.

請注意如果閣下拒絕購股權要約，則將不會有權收取就閣下任何購股權所提呈的特殊目的公司購股權。進一步詳情請參閱購股權要約函件「購股權持有人可選擇採取之行動」一節。

By signing and returning this Form of Acceptance, I:  
簽署及交回本接納表格，即代表本人：

- confirm that I have read, understood and agreed to the terms and conditions of the Option Offer (including, without limitation, those set out in the Option Offer Letter and this Form of Acceptance), and that I have received the Scheme Document and the Option Offer Letter;  
確認本人已閱讀、理解並同意購股權要約的條款及條件（包括但不限於購股權要約函件及本接納表格所載者），且本人已接獲計劃文件及購股權要約函件；
- warrant and confirm that each Share Option in respect of which I accept the Option Offer is valid and subsisting, free from all liens, charges, mortgages and third party interests of any nature whatsoever and I acknowledge that any option certificate (if any) or documents in respect of such Share Option shall become void once that Share Option has been cancelled as a result of my acceptance of the Option Offer pursuant to this Form of Acceptance;  
保證及確認本人所接納購股權要約之每份購股權為有效及存續，不附任何留置權、押記、抵押及任何性質之第三方權益，及本人確定有關購股權之任何購股權證明（如有）或文件於購股權因本人根據本接納表格接納購股權要約獲註銷時無效；
- confirm that all local laws and requirements applicable to my actions taken in respect of the Option Offer have been complied with;  
確認本人已遵守所有適用於就購股權要約採取之行動的當地法律及規定；

- (d) acknowledge and agree that I cease to have any rights or obligations, and waive all rights and claims against any party (including the Offeror and the Company), in respect of all the Share Option(s) held by me for which I accept the Option Offer, that all rights and obligations under all such Share Option(s) will be cancelled;  
本人確定及同意就不再就本人所接納購股權要約持有之所有購股權擁有任何權利或義務，及放棄對任何一方（包括要約人及本公司）之所有權利及申索，且所有該等購股權相關之一切權利及義務將被註銷；
- (e) confirm that any acceptance of the Option Offer cannot be withdrawn or altered;  
確認購股權要約的任何接納不得被撤銷或更改；
- (f) authorise the Company, the Offeror, the SPV and BaoQiao Partners, jointly and severally, or any director or officer of the Company, the Offeror, the SPV or BaoQiao Partners or any agent of such person to do all acts and things and to execute any document as may be necessary or desirable to give effect to or in consequence of my acceptance of the Option Offer, and I hereby undertake to execute any further assurance that may be required in respect of such acceptance; and  
授權本公司、要約人、特殊目的公司及寶橋共同及個別，或本公司、要約人、特殊目的公司或寶橋的任何董事或者高級人員或該人士的任何代理人作出一切行為及事項，以及簽立為使購股權要約有效或者因本人接納購股權要約而可能必須或合宜的任何文件；而本人據此承諾執行有關接納所需的任何其他保證；及
- (g) undertake to confirm and ratify any action properly or lawfully taken on my behalf by any attorney or agent appointed by or pursuant to the Option Offer Letter or this Form of Acceptance.  
承諾確認及追認經或根據或依據購股權要約函件或本接納表格所委任之任何授權代表或代理人代表本人適當地或合法地採取之任何行動。

This Form of Acceptance is governed by and shall be construed in accordance with the laws of Hong Kong.  
本接納表格受香港法例規管並須按其詮釋。

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

本文件日期為二零一九年\_\_\_\_\_月\_\_\_\_\_日

Signed by the Optionholder in the presence of:

本文件由購股權持有人親身並在下列人士見證下簽立：

\_\_\_\_\_  
Name of witness <sup>(Note 3)</sup> 見證人姓名 <sup>(附註3)</sup>

\_\_\_\_\_  
Name of the Optionholder 購股權持有人姓名

\_\_\_\_\_  
Signature of witness <sup>(Note 3)</sup> 見證人簽署 <sup>(附註3)</sup>

\_\_\_\_\_  
Signature of the Optionholder <sup>(Note 2)</sup> 購股權持有人簽署 <sup>(附註2)</sup>

\_\_\_\_\_  
Address of witness 見證人地址

\_\_\_\_\_  
Occupation of witness 見證人職業

*Notes:*

1. This Form of Acceptance is subject to the terms and conditions of the Option Offer as set out in the Option Offer Letter sent by BaoQiao Partners on behalf of the Offeror dated 25 April 2019 in relation to the Option Offer. The Option Offer is made in respect of your (i) unvested Share Options that you hold as at the Option Offer Record Date and (ii) vested Share Options that you hold as at the Option Offer Record Date, in respect of which the underlying Shares are not registered in your name (or in the name of your nominee holding for your behalf) as at the Record Date.
2. Please sign at the place indicated to signify your choice in respect of the Option Offer and/or insert the date of signing. If you fail to sign and return the Form of Acceptance to the Offeror as instructed above, you will be treated as not having accepted the Option Offer in respect of all of the Share Options you hold as at the Option Offer Record Date notwithstanding completion of the other parts of this Form of Acceptance.
3. The witness must be physically present when you sign this Form of Acceptance. The witness should be an individual but should not be a close relative of yours, a minor, a bankrupt or a person of unsound mind.
4. You are recommended to consult your professional adviser if you are in any doubt as to the taxation implications of the Option Offer and, in particular, whether the receipt of the consideration under the Option Offer will make you liable to taxation in Hong Kong or in other jurisdictions. If you are not resident in Hong Kong, the acceptance of the Option Offer or the receipt of the consideration for acceptance of the Option Offer may be subject to the laws of the relevant jurisdiction in which you are located. You should inform yourself about and observe any applicable legal and regulatory requirements. If you wish to accept the Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws of your own jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

*附註：*

1. 本接納表格受由寶橋代表要約人就購股權要約寄發的日期為二零一九年四月二十五日的購股權要約函件所載的購股權要約條款及條件所規限。購股權要約乃就 閣下(i)於購股權要約記錄日期所持有的未歸屬購股權及(ii)於購股權要約記錄日期所持有而相關股份於記錄日期並未登記於 閣下名下(或以 閣下為受益人而持有的代名人名下)的已歸屬購股權作出。
2. 請於所指明的地方簽署，以表明 閣下就購股權要約的選擇及/或填寫簽署日期。儘管 閣下填妥接納表格的其他部分，倘 閣下並無按照上述指示簽署接納表格並交回要約人，則 閣下將被視為並未就 閣下於購股權要約記錄日期持有的全部購股權接納購股權要約。
3. 閣下簽署本接納表格時，見證人必須親身到場。見證人應為個人，但不得為 閣下的近親、未成年人士、破產或精神不健全的人士。
4. 閣下如對購股權要約的稅務影響有任何疑問，尤其是收取購股權要約的代價是否會令 閣下須繳納香港或其他司法權區的稅項方面的疑問，應諮詢 閣下的專業顧問。倘 閣下並非居於香港，則接納購股權要約或就接納購股權要約收取代價可能須遵從 閣下所在有關司法權區的法例。 閣下應自行了解及遵守任何適用法律或監管規定。 閣下如有意接納購股權要約，則有責任自行全面遵守有關司法權區就此方面的法例，包括按規定取得任何政府、外匯管制或其他方面的同意，或辦理其他必要的正式手續及支付 閣下於該司法權區所應繳的任何發行、轉讓或其他稅項。