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## **HANERGY SOLAR GROUP LIMITED**

**漢能太陽能集團有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock code: 566)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 15 MAY 2014**

#### **POLL RESULTS OF THE AGM**

At the AGM, 10 ordinary resolutions and 1 special resolution were duly passed by the Shareholders by way of poll.

#### **RETIREMENT OF DIRECTORS**

- (1) Dr. Li, Yuan-min retired as an Executive Director and ceased to be the Deputy Chairman but still continued as the Chief Technology Officer of the Company with effect from the conclusion of the AGM;
- (2) Mr. Hui, Ka Wah, Ronnie JP retired as Finance Director and ceased to be an authorised representative but still continued as a Senior Vice-President of the Company for the purpose of the Listing Rules with effect from the conclusion of the AGM; and
- (3) Mr. Wong, Wing Ho also retired as an Independent Non-Executive Director of the Company and ceased to be the chairman of Nomination Committee and a member of each of Audit Committee and Remuneration Committee of the Company with effect from the conclusion of the AGM.

Reference is made to the circular of the Company dated 10 April 2014 in relation to (i) the Buyback Mandate; (ii) the Issuance Mandate; (iii) the Extension Mandate; (iv) the re-election of Directors; (v) the Final Dividend; and (vi) the Share Premium Cancellation, and the notice ("AGM Notice") convening the annual general meeting of the Company ("AGM") to be held at 10:00 a.m. on Thursday, 15 May 2014 at Camomile Room, Lower Level II, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Kowloon, Hong Kong. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

At the AGM held on Thursday, 15 May 2014, 10 ordinary resolutions and 1 special resolution as set out in the AGM Notice were taken by poll. Tricor Tengis Limited, the branch share registrar and transfer office in Hong Kong of the Company, was appointed as the scrutineer for the vote-taking at the AGM.

## POLL RESULTS OF THE AGM

The Board is pleased to announce that 10 ordinary resolutions and 1 special resolution as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM.

As at the date of the AGM, there were a total of 28,618,649,167 Shares of HK\$0.0025 each Share in issue and the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM was 28,618,649,167. There were no shares in respect of which their holders were entitled to attend and vote only against the resolutions at the AGM.

The full text of the resolutions proposed at the AGM is set out in the AGM Notice and the poll results were as follows:

Ordinary resolutions		Number of votes and approximate percentage	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 December 2013	17,844,447,847 Shares 100%	0 Share 0%
2.	To re-elect Mr. Dai, Frank Mingfang as an Executive Director of the Company	17,747,680,948 Shares 99.539%	82,122,899 Shares 0.461%
3.	To re-elect Mr. Li, Guangmin as an Executive Director of the Company	17,617,224,272 Shares 98.727%	227,223,575 Shares 1.273%
4.	To re-elect Mr. Wang, Tongbo as an Independent Non-Executive Director of the Company	17,829,799,847 Shares 99.918%	14,648,000 Shares 0.082%
5.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company	17,840,665,847 Shares 99.979%	3,782,000 Shares 0.021%
6.	To re-appoint the Company's auditors and to authorise the board of Directors to fix their remuneration	17,844,247,847 Shares 99.999%	200,000 Shares 0.001%

Ordinary resolutions		Number of votes and approximate percentage	
		For	Against
7.	To approve the recommended final dividend of HK\$0.015 per share of HK\$0.0025 each in the capital of the Company subject to the Share Premium Cancellation	17,844,447,847 Shares 100%	0 Share 0%
8.	To approve the grant of a general mandate to the Directors to repurchase shares up to 10% of the issued share capital of the Company as at the date of passing the resolution	17,844,447,847 Shares 100%	0 Share 0%
9.	To approve the grant of a general mandate to the Directors to issue, allot and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution	17,434,926,648 Shares 97.705%	409,521,199 Shares 2.295%
10.	To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased	17,438,394,505 Shares 97.724%	406,053,342 Shares 2.276%
Special resolution			
11.	To approve the Share Premium Cancellation and the transactions contemplated thereunder	17,844,447,847 Shares 100%	0 Share 0%

The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by corporate representative or by proxy.

## RETIREMENT OF DIRECTORS

The Board also announces that

- (1) Dr. Li, Yuan-min (“**Dr. Li**”) retired as an Executive Director and ceased to be the Deputy Chairman but still continued as the Chief Technology Officer of the Company with effect from the conclusion of the AGM;
- (2) Mr. Hui, Ka Wah, Ronnie JP (“**Mr. Hui**”) retired as Finance Director and ceased to be an authorised representative but still continued as a Senior Vice-President of the Company for the purpose of the Listing Rules with effect from the conclusion of the AGM; and

- (3) Mr. Wong, Wing Ho (“**Mr. Wong**”) also retired as an Independent Non-Executive Director of the Company and ceased to be the chairman of Nomination Committee and a member of each of Audit Committee and Remuneration Committee of the Company with effect from the conclusion of the AGM.

Dr. Li, Mr. Hui and Mr. Wong decided not to stand for re-election as Directors at the AGM due to other business commitments which require more of their dedication.

Each of Dr. Li, Mr. Hui and Mr. Wong has confirmed that he has no disagreement with the Board and is not aware of any matter in connection with his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to extend its gratitude to Dr. Li, Mr. Hui and Mr. Wong for their invaluable efforts and contributions to the Company during their terms of appointment and offers its best wishes to them.

By the order of the Board of  
**HANERGY SOLAR GROUP LIMITED**  
**Dai, Frank Mingfang**  
*Chairman and Chief Executive Officer*

Hong Kong, 15 May 2014

*As at the date of this announcement, the executive Directors are Mr. Dai, Frank Mingfang (Chairman and Chief Executive Officer), Dr. Li, Yuan-min (Deputy Chairman and Chief Technology Officer), Mr. Hui, Ka Wah, Ronnie J.P. (Finance Director and Senior Vice-President), Mr. Chen Li and Mr. Li, Guangmin; and the independent non-executive Directors are Ms. Zhao Lan, Mr. Wong, Wing Ho and Mr. Wang, Tongbo.*