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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Hanergy Solar Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting (the “SGM”) of the Company to be held at Harbour Room I, Mezzanine Floor Kowloon Shangri-La, Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Monday, 18 August 2014 at 10:00 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company’s branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the SGM if you so wish.

25 July 2014

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Announcement”	the Company’s announcement dated 3 July 2014 regarding the Change of Company Name
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Change of Company Name”	the proposed change of the English name of the Company from “Hanergy Solar Group Limited” to “Hanergy Thin Film Power Group Limited”, and the Chinese secondary name of the Company from “漢能太陽能集團有限公司” to “漢能薄膜發電集團有限公司”
“Company”	Hanergy Solar Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened and held at Harbour Room I, Mezzanine Floor Kowloon Shangri-La, Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Monday, 18 August 2014 at 10:00 a.m. to consider and approve the Change of Company Name
“SGM Notice”	notice of the SGM

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Li, Hejun *(Chairman)*

Mr. Dai, Frank Mingfang

*(Deputy Chairman and Chief Executive Officer)*

Dr. Feng, Dianbo *(Deputy Chairman)*

Mr. Liu, Min *(Deputy Chairman)*

Dr. Lam, Yat Ming Eddie

*(Finance Director and Senior Vice-President)*

Mr. Chen, Li

Mr. Li, Guangmin

*Independent non-executive Directors:*

Ms. Zhao, Lan

Mr. Wang, Tongbo

Professor Xu, Zheng

*Registered Office:*

Clarendon House,

2 Church Street,

Hamilton HM11,

Bermuda

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

Suite 7601A, 7607-08

Level 76

International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

25 July 2014

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED CHANGE OF COMPANY NAME

#### INTRODUCTION

Reference is made to the Announcement, in relation to, inter alia, the Change of Company Name.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the information regarding the proposed Change of Company Name and to give you the SGM Notice in order to enable you to make an informed decision on whether to vote for or against the special resolution relating to the Change of Company Name.

### PROPOSED CHANGE OF COMPANY NAME

As disclosed in the Announcement, the Board proposes to change the English name of the Company from “Hanergy Solar Group Limited” to “Hanergy Thin Film Power Group Limited”, and the Chinese secondary name of the Company from “漢能太陽能集團有限公司” to “漢能薄膜發電集團有限公司”.

### Conditions

The proposed Change of Company Name will be subject to the following:

1. the passing of a special resolution by the shareholders of the Company at the SGM to approve the proposed Change of Company Name; and
2. the Registrar of Companies in Bermuda approving the use of the proposed new English name and Chinese secondary name by the Company.

The Change of Company Name shall take effect from the date of entry of the new English name and Chinese secondary name of the Company to replace the existing English name and Chinese secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda.

### Reasons for the Change of Company Name

The Group is principally engaged in the design and assembly of equipment and turnkey production lines for the manufacture of thin-film photovoltaic modules, and has expanded its downstream solar power generation and application business worldwide since 2013, achieving rapid development in different aspects. In respect of the production line assembly and technology development, the Group has acquired a number of the world’s cutting-edge thin-film technologies and achieved significant success in enhancing the technical performance of thin-film photovoltaic technologies during the period. In relation to downstream power generation projects and application products, the Group successfully commenced the thin-film ground-mounted power plant projects in the PRC, United States and Africa, and will proactively extend its presence into numerous sectors such as distributed power generation and photovoltaic application products.

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## LETTER FROM THE BOARD

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From the view of both technical contents and application scope, thin-film power generation constitutes a key component of the principal businesses of the Group, featuring more advanced technologies which can be utilized in more extensive applications versus crystalline silicon products.

The Group therefore considers that the addition of the words “Thin Film Power” to the new company name will better reflect the Group’s concentration in thin-film technology, indicating the current and future business development of the Group, which not only can create a brand new corporate image for the Group, but also gain a more extensive market recognition for the future development of the Company.

The Board is of the opinion that the proposed Change of Company Name will clearly benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

### **Effects of proposed Change of Company Name**

The proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation and/or its financial position.

After the proposed Change of Company Name becomes effective, all existing share certificates in issue bearing the existing company name shall continue to be evidence of entitlement to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing share certificates for new share certificates bearing the new company name. Once the proposed Change of Company Name becomes effective, all new share certificates will be issued in the new company name.

### **SGM**

The SGM Notice is set out on page 7 to 8 of this circular. At the SGM, a special resolution will be put forward to the Shareholders to approve the Change of Company Name. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Change of Company Name and no Shareholder will be required to abstain from voting on any resolution to be approved at the SGM.

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## LETTER FROM THE BOARD

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A proxy form for use at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM, you are requested to complete and return the enclosed form of proxy to the office of the Company's branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

### 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 Group. 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.

### RECOMMENDATION

The Directors are of the view that the Change of Company Name is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM.

By order of the Board  
**Hanergy Solar Group Limited**  
**Li, Hejun**  
*Chairman*





**HANERGY SOLAR GROUP LIMITED**

**漢能太陽能集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 566)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (“SGM”) of Hanergy Solar Group Limited (the “Company”) will be held at Harbour Room I, Mezzanine Floor Kowloon Shangri-La, Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Monday, 18 August 2014 at 10:00 a.m. to consider and, if thought fit, passing with or without modification, the following resolution as a special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Hanergy Solar Group Limited” to “Hanergy Thin Film Power Group Limited”, and the Chinese secondary name of the Company be and is hereby changed from “漢能太陽能集團有限公司” to “漢能薄膜發電集團有限公司” (the “Change of Company Name”) with effect from the date of entry of the new English name and Chinese secondary name on the register maintained by the Registrar of Companies in Bermuda, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the Change of Company Name.”

By order of the Board

**Hanergy Solar Group Limited**

**Li, Hejun**

*Chairman*

Hong Kong, 25 July 2014

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## NOTICE OF SGM

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*Registered office*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place*

*of business in Hong Kong*  
Suite 7601A, 7607-08  
Level 76  
International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member holding more than one share may appoint more than one proxy to attend in his stead.
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 be present at the meeting personally or by proxy, that one of the said persons so present, either personally or by proxy, 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.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.