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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)

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

<i>Registered office</i>	<i>Head office and principal place</i>
Clarendon House	<i>of business in Hong Kong</i>
2 Church Street	Suite 7601A, 7607-08
Hamilton HM11	Level 76
Bermuda	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.

Website: <http://www.hanergysolargroup.com>

As at the date of this announcement, the Executive Directors of the Company are 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 and Mr. Li, Guangmin; and the independent non-Executive Directors of the Company are Ms. Zhao, Lan, Mr. Wang, Tongbo and Professor Xu, Zheng.