



# HANERGY SOLAR GROUP LIMITED

## 漢能太陽能集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 566)

### FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of Hanergy Solar Group Limited (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. and at any adjournment thereof.

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.0025 each in the Company hereby  
appoint the chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting to be held on Monday, 18 August 2014 at 10:00 a.m. and at any adjournment  
thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote(s) <sup>(note d)</sup>.

Special Resolution <sup>(note e)</sup>	For	Against
To approve the 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” 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 to authorise the directors of the Company 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		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014

Shareholder’s signature \_\_\_\_\_ <sup>(notes f, g, h and i)</sup>

- Notes:
- a Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
  - b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
  - c 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 the space provided.
  - d **If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”.** If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the 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 convening the Meeting.
  - e The full text of the resolution is set out in the notice of the Meeting.
  - f In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
  - g The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
  - h To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited with Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
  - i Any alteration made to this form should be initialled by the person who signs the form.