

**Yingli Green Energy Holding Co., Ltd.**

英利绿色能源控股有限公司

3399 North Chaoyang Avenue

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**YINGLI GREEN ENERGY HOLDING COMPANY LIMITED  
PROXY STATEMENT  
FOR THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON NOVEMBER 25, 2019**

**General**

Our Board of Directors is soliciting proxies for the Annual General Meeting of shareholders to be held on November 25, 2019 at 12:00 p.m. local time, or at any adjournment or postponement thereof. The Annual General Meeting will be held at Room 312, No. 9 Workshop, 3399 North Chaoyang Avenue, Baoding, China.

This proxy statement and the form of proxy are first being mailed to shareholders on or about October 21, 2019.

**Record Date, Share Ownership and Quorum**

Shareholders of record at and as of the close of business on October 21, 2019 are entitled to vote at the Annual General Meeting. Our ordinary shares underlying ADSs are included for purposes of this determination. As of October 21, 2019, 181,763,770 of our ordinary shares, par value US\$0.01 per share, were issued and outstanding, of which approximately 103,207,272 were represented by ADSs. Two shareholders entitled to vote and present in person or by proxy that represent not less than one-third of our issued and outstanding voting shares will constitute a quorum for all purposes.

**Voting and Solicitation**

Each ordinary share outstanding on the record date is entitled to one vote. Voting at the Annual General Meeting will be by a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded (i) by the chairman of such meeting, (ii) by at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting, (iii) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right

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to vote at the meeting, or (iv) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and holding our ordinary shares conferring a right to vote at the meeting being ordinary shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all ordinary shares conferring that right.

Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding in their names our ordinary shares or ADSs beneficially owned by others to forward to those beneficial owners.

### **Voting by Holders of Ordinary Shares**

If proxies are properly dated, executed and returned by holders of ordinary shares, the ordinary shares they represent will be voted at the Annual General Meeting in accordance with the instructions of the shareholder. If no specific instructions are given by such holders, the ordinary shares will be voted “FOR” each proposal and in the proxy holder’s discretion as to other matters that may properly come before the Annual General Meeting. Abstentions by holders of ordinary shares are included in the determination of the number of ordinary shares present and voting but are not counted as votes for or against a proposal. Broker non-votes will not be counted towards a quorum or for any purpose in determining whether the proposal is approved.

### **Voting by Holders of American Depositary Shares**

JPMorgan Chase Bank, N.A., as depositary of the ADSs, has advised us that it intends to mail to all owners of ADSs this proxy statement, the accompanying notice of Annual General Meeting and an ADR Voting Instruction Card. Upon the written request of an owner of record of ADSs, JPMorgan Chase Bank, N.A. will endeavor, to the extent practicable, to vote or cause to be voted the amount of ordinary shares represented by the ADSs, evidenced by American Depositary Receipts related to those ADSs, in accordance with the instructions set forth in such request. JPMorgan Chase Bank, N.A. has advised us that it will not vote or attempt to exercise the right to vote other than in accordance with those instructions. As the holder of record for all the ordinary shares represented by the ADSs, only JPMorgan Chase Bank, N.A. may vote those ordinary shares at the Annual General Meeting.

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There is no guarantee that holders of the ADSs or any such holder in particular will receive the notice described above with sufficient time to enable such holder to return any voting instructions to JPMorgan Chase Bank, N.A. in a timely manner. This means that if the ordinary shares underlying your ADSs are not able to be voted at the Annual General Meeting, there may be nothing you can do.

If (i) the enclosed ADR Voting Instruction Card is signed but is missing voting instructions, (ii) the enclosed ADR Voting Instruction Card is improperly completed or (iii) no ADR Voting Instruction Card is received by JPMorgan Chase Bank, N.A. from a holder of ADSs by 12:00 p.m., EST, November 21, 2019, JPMorgan Chase Bank, N.A. will deem such holder of ADSs to have instructed it to give a proxy to the chairman of the Annual General Meeting to vote in favor of each proposal recommended by our Board of Directors and against each proposal opposed by our Board of Directors.

### **PROPOSAL 1:**

#### **TO RE-ELECT MR. YIYU WANG AND PROF. JUNMIN LIU AS DIRECTORS OF THE COMPANY**

The board proposes to re-appoint Mr. Yiyu Wang and Prof. Junmin Liu as the directors of the Company at the Board Meeting to be held on the same day as but prior to the Annual General Meeting.

The biographies of the nominees are as follows:

**Mr. Yiyu Wang** is a director and the chief financial officer of Yingli Green Energy. Mr. Wang served as the chief strategic officer of Yingli Green Energy from 2006 to 2013. Prior to joining us in December 2006, Mr. Wang worked as a senior audit manager and an audit manager at the accounting firm of PricewaterhouseCoopers since 1996. From 2003 to 2004, Mr. Wang worked at PricewaterhouseCoopers in Sydney, Australia. Mr. Wang received his bachelor's degree in international finance from Shanghai University in China.

**Professor Junmin Liu** is an independent member of our board of directors and was elected to our board in August 2008. He is a professor in the Economics Department at Nankai University in China. Professor Liu began his teaching career in September 1982 and has been teaching at Nankai

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University since December 1992. Professor Liu's research and study focus on macroeconomics, fictitious economy and finance. Professor Liu received his Master's degree in economics and his doctorate in economics, both from Nankai University.

The Company hereby seeks election of the above two nominees as directors to hold office for a three-year term.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE PROPOSAL TO RE-ELECT MR. YIYU WANG AND PROF. JUNMIN LIU AS DIRECTORS OF THE COMPANY.

**PROPOSAL 2:  
TO RATIFY AND APPROVE THE APPOINTMENT OF  
PRICEWATERHOUSECOOPERS AS THE COMPANY’S INDEPENDENT AUDITOR**

Our audit committee recommends, and our Board of Directors concurs, that PricewaterhouseCoopers be appointed as our independent auditor for the year ending December 31, 2019.

A representative of PricewaterhouseCoopers is expected to be present at the Annual General Meeting, will have the opportunity to make a statement if he or she desires to do so, and will be available to respond to appropriate questions.

The Company hereby seeks ratification and approval of the appointment of PricewaterhouseCoopers as the Company’s independent auditor.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE PROPOSAL TO RATIFY AND APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE COMPANY’S INDEPENDENT AUDITOR.

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## **OTHER MATTERS**

We know of no other matters to be submitted to the Annual General Meeting of shareholders to be held on November 25, 2019 at 12:00 p.m. local time. If any other matters properly come before the Annual General Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the Board of Directors may recommend.

By Order of the Board of Directors

Liansheng Miao

Chairman and Chief Executive Officer

Dated: October 21, 2019