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UNITED PHOTOVOLTAICS GROUP LIMITED

聯合光伏集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 12 JUNE 2015

References are made to the notice of the special general meeting (the “**SGM**”) of United Photovoltaics Group Limited (the “**Company**”) dated 27 May 2015 (the “**SGM Notice**”) and the circular of the Company dated 27 May 2015 (the “**Circular**”) in relation to (1) issue of HK\$1.26 billion 7.5% secured three-year convertible bonds under specific mandate; (2) issue of US\$15 million 7.5% secured three-year convertible bonds under specific mandate; and (3) proposed increase in authorised share capital. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the resolutions (the “**Resolutions**”) set out in the SGM Notice were duly passed by way of poll by the Shareholders at the SGM held on 12 June 2015. The Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, was appointed and acted as the scrutineer for the poll voting at the SGM.

The poll results in respect of the Resolutions are as follows:

ORDINARY RESOLUTIONS	Number of Shares voted (approximate percentage of total number of Shares voted)		Total number of votes cast
	For	Against	
To approve Resolution No. 1 in relation to the Chinastone CB Issue as set out in the SGM Notice.	1,233,864,674 (94.3593%)	73,759,782 (5.6407%)	1,307,624,456
To approve Resolution No. 2 in relation to the Fosun CB Issue as set out in the SGM Notice.	1,239,738,983 (94.8085%)	67,885,473 (5.1915%)	1,307,624,456
To approve Resolution No. 3 in relation to the Increase in Authorised Share Capital as set out in the SGM Notice.	1,253,842,167 (95.8540%)	54,232,289 (4.1460%)	1,308,074,456

Note: Please refer to the full text of the Resolutions as set out in the SGM Notice for details.

As more than 50% of the votes were cast in favour of all the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company at the SGM.

As at the date of the SGM, the total number of issued Shares was 4,741,266,325 Shares, which was the total number of Shares entitling the holders to attend and vote for or against Resolutions Nos. 1 and 3 proposed at the SGM. As set out in the Circular, the Fosun Subscriber was required to abstain from voting in favour of Resolution No. 2 in relation to the Fosun CB Issue at the SGM. As at the date of the SGM, the Fosun Subscriber, who was interested in 70,924,000 Shares, had abstained from voting in favour of Resolution No. 2 at the SGM. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against Resolution No.2 at the SGM was 4,670,342,325.

Save as disclosed, no other Shareholder was required to abstain from voting on the Resolutions at the SGM.

No Shareholder was entitled to attend the SGM and vote only against the Resolutions, and no Shareholder had stated his intention in the Circular to vote against the Resolutions or to abstain.

Following the passing of the Resolutions Nos. 1 and 2, and subject to fulfillment of the relevant conditions precedent, the parties will proceed with the completion of the Chinastone CB Issue and the Fosun CB Issue respectively. The Company will make further announcement(s) in relation to the Chinastone CB Issue and Fosun CB Issue as and when appropriate in compliance with the Listing Rules.

Following the passing of the Resolution No. 3, the authorised share capital of the Company is HK\$2,000,000,000 divided into 20,000,000,000 Shares as of today, with 4,741,266,325 Shares in issue and 15,258,733,675 Shares remaining unissued.

For and on behalf of
United Photovoltaics Group Limited
Li, Alan
Chairman of the Board

Hong Kong, 12 June 2015

As at the date of this announcement, the executive directors of the Company are Mr. Li, Alan (Chairman and Chief Executive Officer) and Mr. Lu Zhenwei; the non-executive directors of the Company are Academician Yao Jiannian, Mr. Yang Baiqian and Ms. Qiu Ping, Maggie; and the independent non-executive directors of the Company are Mr. Kwan Kai Cheong, Mr. Yen Yuen Ho, Tony, Mr. Shi Dinghuan and Mr. Ma Kwong Wing.