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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 6 JUNE 2014

The Board is pleased to announce that the resolution in relation to the acquisition of the remaining 55% equity interest in Changzhou Dinghui New Energy Company Limited* (常州鼎暉新能源有限公司) was duly passed by way of poll by the Shareholders at the SGM held on 6 June 2014.

References are made to the notice of the special general meeting (the “**SGM**”) of United Photovoltaics Group Limited (the “**Company**”) dated 16 May 2014 (the “**SGM Notice**”) and the circular of the Company dated 16 May 2014 (the “**Circular**”) in relation to the acquisition of the remaining 55% equity interest in Changzhou Dinghui New Energy Company Limited* (常州鼎暉新能源有限公司). 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 resolution (the “**Resolution**”) set out in the SGM Notice was duly passed by way of poll by the Shareholders at the SGM held on 6 June 2014. 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 Resolution are as follows:

ORDINARY RESOLUTION	Number of Shares voted (approximate percentage of total number of Shares voted)		Total number of votes cast
	For	Against	
To approve, confirm and ratify the New Sale and Purchase Agreement and the transactions contemplated thereunder and to authorise the Directors to do all things necessary for the implementation thereof (as more particularly described in the resolution of the SGM Notice).	241,731,551 (100%)	0 (0%)	241,731,551

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company at the SGM.

As at the date of the SGM, the total number of issued Shares was 3,948,782,575 Shares.

As stated in the Circular, according to the Listing Rules, any Shareholder and his/her/ its associate(s) with a material interest in the 55% Acquisition is required to abstain from voting on the Resolution at the SGM. EBODHK, a party to the New Sale and Purchase Agreement, is a wholly-owned subsidiary of EBOD. EBOD is a party acting in concert with and an associate of CMNEG, a substantial Shareholder of the Company. Therefore, CMNEG and its associates are regarded as having a material interest in the 55% Acquisition and the transactions contemplated under the New Sale and Purchase Agreement and are required to abstain from voting on the Resolution at the SGM.

As at the date of the SGM, CMNEG and parties acting in concert with it and its associates were interested in an aggregate of 527,341,871 Shares, representing approximately 13.35% of the issued share capital of the Company. Accordingly, Shareholders holding a total of 3,421,440,704 Shares were entitled to attend and vote for or against the Resolution at the SGM.

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

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

Following the passing of the Resolution, the parties to the New Sale and Purchase Agreement will proceed with the completion and the registration of transfer of the 55% Sale Interest with the relevant authorities. The Company will make further announcement in relation to the completion of the 55% Acquisition as and when appropriate in compliance with the Listing Rules.

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

Hong Kong, 6 June 2014

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, Ms. Qiu Ping, Maggie and Mr. Wu Zhenmian; and the independent non-executive directors of the Company are Mr. Kwan Kai Cheong, Mr. Ching Kwok Ho, Samuel, Mr. Yen Yuen Ho, Tony, Mr. Shi Dinghuan and Mr. Ma Kwong Wing.

** For identification purpose only*