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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 ANNUAL GENERAL MEETING AND THE SPECIAL GENERAL MEETING HELD ON 26 MAY 2017**

References are made to (i) the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of the Company both dated 25 April 2017; and (ii) the circular (the “**SGM Circular**”) and the notice (the “**SGM Notice**”) of the special general meeting (the “**SGM**”) of the Company both dated 5 May 2017. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the AGM Circular and the SGM Circular.

#### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed by way of poll at the AGM held on 26 May 2017. 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 AGM.

The poll results are as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of Shares voted (approximate percentage of total number of Shares voted)		Total number of votes cast
		For	Against	
1.	To receive and consider the audited consolidated financial statements of the Group and the reports of the Directors and the auditors for the year ended 31 December 2016.	3,225,157,699 (100.0000%)	0 (0.0000%)	3,225,157,699
2.	(i) To re-elect Mr. Li Alan as an executive director of the Company;	3,213,152,573 (99.6278%)	12,005,126 (0.3722%)	3,225,157,699
	(ii) To re-elect Mr. Lu Zhenwei as an executive director of the Company;	3,186,895,297 (98.8136%)	38,262,402 (1.1864%)	3,225,157,699
	(iii) To re-elect Mr. Jiang Wei as an executive director of the Company;	3,221,091,699 (99.8739%)	4,066,000 (0.1261%)	3,225,157,699
	(iv) To re-elect Mr. Li Hao as a non-executive director of the Company;	3,221,091,699 (99.8739%)	4,066,000 (0.1261%)	3,225,157,699
	(v) To re-elect Mr. Yen Yuen Ho, Tony as an independent non-executive director of the Company; and	3,221,091,697 (99.8739%)	4,066,002 (0.1261%)	3,225,157,699
	(vi) To re-elect Mr. Ma Kwong Wing as an independent non-executive director of the Company.	3,221,091,699 (99.8739%)	4,066,000 (0.1261%)	3,225,157,699
3.	To authorise the Board to fix the Directors' remuneration.	3,225,157,699 (100.0000%)	0 (0.0000%)	3,225,157,699
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.	3,225,157,699 (100.0000%)	0 (0.0000%)	3,225,157,699
5.	(A) To grant a general mandate to the Directors to repurchase the Company's shares.	3,225,207,699 (100.0000%)	0 (0.0000%)	3,225,207,699
	(B) To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares.	3,171,684,029 (98.3405%)	53,523,670 (1.6595%)	3,225,207,699
	(C) Conditional upon the passing of resolutions 5(A) and 5(B), to authorise the Directors to allot, issue and deal with any shares repurchased pursuant to the general mandate granted by resolution 5(A) and to make or grant offers, agreements and options which might require.	3,171,634,029 (98.3404%)	53,523,670 (1.6596%)	3,225,157,699
6.	To approve the refreshment of the 10% limit on grant of options under the share option scheme of the Company.	3,175,131,629 (98.4489%)	50,026,070 (1.5511%)	3,225,157,699

*Note:* Please refer to the full text of the ordinary resolutions as set out in the AGM Notice for details.

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

As at 22 May 2017, the record date of the AGM, the total number of issued Shares was 7,621,795,480 Shares, which was the total number of Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. No Shareholder was required to abstain from voting at the AGM under the Listing Rules and no parties have indicated in the AGM Circular that they intended to vote against or to abstain from voting on any resolution at the AGM.

## **POLL RESULT OF THE SGM**

The Board is pleased to announce that the resolution as set out in the SGM Notice was duly passed by way of poll at the SGM held on 26 May 2017. 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 result is as follows:

<b>ORDINARY RESOLUTION</b> <i>(Note)</i>	<b>Number of Shares voted (approximate percentage of total number of Shares voted)</b>		<b>Total number of votes cast</b>
	<b>For</b>	<b>Against</b>	
To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate.	3,180,117,699 (100.0000%)	0 (0.0000%)	3,180,117,699

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

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

As set out in the SGM Circular, the Subscriber's associates were required to abstain from voting with respect to the resolution approving the Subscription Agreement and the grant of Specific Mandate at the SGM. As at the record date of the SGM, the Subscriber's associates, namely Power Revenue Limited and New Modern Management Limited held a total of 709,546,000 Shares in the Company, had abstained from voting on the resolution at the SGM. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the resolution at the SGM was 6,912,249,480. Save as disclosed above, no other parties have indicated in the SGM Circular that they intended to vote against or to abstain from voting on the resolution at the SGM.

By order of the Board  
**United Photovoltaics Group Limited**  
**Qiu Ping, Maggie**  
*Company Secretary*

Hong Kong, 26 May 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Li, Alan (Chairman and Chief Executive Officer), Mr. Lu Zhenwei, Mr. Li Hong, Ms. Qiu Ping, Maggie and Mr. Jiang Wei; the non-executive directors of the Company are Academician Yao Jiannian, Mr. Tang Wenyong and Mr. Li Hao; 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.*