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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)

PROPOSED ISSUE OF CONVERTIBLE BONDS

On 5 May 2015 (after trading hours), the Company and the Subscriber, an indirect wholly-owned subsidiary of China Huarong, entered into a non-legally binding Term Sheet, pursuant to which and subject to the entering into of definitive subscription agreement(s), the Company intends to issue and the Subscriber or its affiliate(s) intends to subscribe for the Convertible Bonds in an aggregate principal amount of US$100 million (equivalent to approximately HK$775 million). The net proceeds from the Proposed Subscription will be used to finance the acquisition of solar power plants in China.

As the parties have not entered into the definitive subscription agreement(s) in relation to the Convertible Bonds, and the final structure and terms of the Convertible Bonds are still subject to further negotiation between the parties, the Proposed Subscription may or may not materialise and its final structure and terms may deviate from those set out in the Term Sheet. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the Shares or other securities of the Company. The Company will comply with relevant disclosure and Shareholders' approval requirements under the Listing Rules as and when appropriate.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Future Ordinance (Cap.571, Laws of Hong Kong).

PROPOSED ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that on 5 May 2015 (after trading hours), the Company and the Subscriber, an indirect wholly-owned subsidiary of China Huarong, entered into a non-legally binding Term Sheet, pursuant to which and subject to the entering into of definitive subscription agreement(s), the Company intends to issue and the Subscriber or its affiliate(s) intends to subscribe for the Convertible Bonds in an aggregate principal amount of US$100 million (equivalent to approximately HK$775 million). The net proceeds from the Proposed Subscription will be used to finance the acquisition of solar power plants in China.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Subscriber and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

Based on the information provided by the Subscriber, the Subscriber, indirectly wholly owned by China Huarong, is incorporated in Hong Kong and principally engaged in investment business. With the approval of the State Council of China, China Huarong was established as a state-owned non-banking financial corporation in 2012 jointly by the Ministry of Finance and China Life Insurance (Group) Company. China Huarong is one of the largest four assets management companies in China with total assets of over RMB600 billion by end of 2014.

PRINCIPAL TERMS OF THE TERM SHEET

The principal terms of the non-binding Term Sheet are set out as follows:

Issuer:	The Company
Subscriber:	China Huarong International Holdings Limited or its affiliate(s)
Principal amount:	The aggregate principal amount of US$100 million (equivalent to approximately HK$775 million)
Interest rate:	7.0% per annum payable annually
Maturity date:	3 years from the Closing Date
Conversion period:	During the period commencing from the date immediately after the end of the sixth month from the Closing Date and ending on the Maturity Date, the Subscriber is entitled to convert all or part of the Convertible Bonds into Conversion Shares.

The Subscriber shall be obliged to convert all outstanding Convertible Bonds into Conversion Shares upon the demand of the Company in the event that

(i) the closing price per Share as quoted on the Stock Exchange for any 15 consecutive trading days during the first year from the Closing Date is higher than HK$1.8; or

(ii) the closing price per Share as quoted on the Stock Exchange for any 15 consecutive trading days during the second year from the Closing Date is higher than HK$2.2; or

(iii) the closing price per Share as quoted on the Stock Exchange for any 15 consecutive trading days during the third year from the Closing Date is higher than HK$2.5.

Conversion Price: HK$1.3134 per Conversion Share, which represents 110% of the average closing price of per Share as quoted on the Stock Exchange for the last 5 trading days immediately prior to the date of the Term Sheet.

The initial conversion price per Conversion Share subject to standard adjustments as set out in the definitive subscription agreement(s).

Redemption: On the Maturity Date, the Subscriber shall have the right to request the Company to redeem the principal amount of the outstanding Convertible Bonds at 120% of the principal amount thereof within 15 Business Days from the Maturity Date.

Redemption on default: On the occurrence of any of the events of default as set out in the definitive subscription agreement(s) and appendices thereof, the Subscriber shall have the right at any time to request the Company to redeem the principal amount of the outstanding Convertible Bonds at the amount as calculated by the following:

$$\text{principal amount of Convertible Bonds} \times 1.20^{\text{number of years of investment by the Subscriber}}$$

Conditions precedent: The Proposed Subscription shall be conditional upon:

1. definitive legal documents, including, but not limited to, the definitive subscription agreement(s) and bond instrument, having been mutually agreed upon and entered into;

2. the Subscriber having conducted due diligence on the legal position, finance position, assets of the Company and such other due diligence and the results of which having been satisfactory to the Subscriber;

3. the Subscriber having obtained all its approvals, consents and authorizations in respect of the Proposed Subscription;

4. the Company having obtained all its approvals, consents and authorizations in respect of the Proposed Subscription; and

5. the Listing Committee of the Stock Exchange having granted the approval for the listing of and permission to deal in the Conversion Shares.

Save for the provisions regarding the confidentiality, costs and expenses and governing law, the Term Sheet does not constitute a legally-binding commitment on either the Company or the Subscriber on the subject matter. As the terms of the Proposed Subscription are still subject to negotiation and finalization, no definitive subscription agreement in relation to the Proposed Subscription has been entered into as at the date of this announcement. The Company will issue further announcement as required by the Listing Rules when the definitive subscription agreement(s) is/are entered into. It is the parties' intention to enter into the definitive subscription agreement(s) within three months from the date of the Term Sheet.

REASONS FOR THE PROPOSED SUBSCRIPTION

The Company is an investment holding company and the Group is principally engaged in the development, investment, operation and management of the solar power plants. The Company actively explores the investment opportunity to expand its new energy business in order to broadening the income base of the Group, and thereby enhancing the Group's future financial performance and profitability.

The Board considers that the Proposed Subscription, if materialised, represents a good opportunity for the Group to strengthen its financial position including its ability to meet any future obligations, and broaden the Shareholder's base. The net proceeds from the Proposed Subscription are intended to be used to finance the acquisition of solar power plants in China.

The Directors consider that the terms and condition of the Proposed Subscription are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As the parties have not entered into the definitive subscription agreement(s) in relation to the Convertible Bonds, and the final structure and terms of the Convertible Bonds are still subject to further negotiation between the parties, the Proposed Subscription may or may not materialise and its final structure and terms may deviate from those set out in the Term Sheet.

Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the Shares or other securities of the Company. The Company will comply with relevant disclosure and Shareholders' approval requirements under the Listing Rules as and when appropriate.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings as set out below:

"Board"	the board of Directors
"Business Day(s)"	a day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business throughout their normal business hours
"China Huarong"	China Huarong Asset Management Co., Ltd.*(中國華融資產管理股份有限公司), a company incorporated in the PRC with limited liability
"Closing Date"	the date on which the Convertible Bonds are issued by the Company
"Company"	United Photovoltaics Group Limited(聯合光伏集團有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"Conversion Share(s)"	the new ordinary Share(s) to be allotted and issued by the Company upon exercise of the conversion rights attaching to the Convertible Bonds
"Convertible Bonds"	the proposed 7.0% three-year convertible bonds in the principal amount of US$100 million (equivalent to approximately HK$775 million), to be issued by the Company to the Subscriber or its affiliates
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Maturity Date"	3 years from the Closing Date
"PRC" or "China"	the People's Republic of China which, for the purpose of this announcement, excludes Hong Kong, Taiwan and the Macau Special Administrative Region of the PRC
"Proposed Subscription"	the proposed subscription for the Convertible Bonds by the Subscriber or its affiliates
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber"	China Huarong International Holdings Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of China Huarong
"Term Sheet"	the non-binding term sheet dated 5 May 2015 entered into between the Company and the Subscriber with respect to the Proposed Subscription
"US$"	United States dollars, the lawful currency of the United States of America
"%"	per cent

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

Hong Kong, 5 May 2015

In this announcement, the conversion of US dollars into Hong Kong dollars has been made at a rate of US$1 to HK$7.75. Such conversion should not be construed as a representation that any amount has been, could have been or may be, exchanged at this or any other rate.

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.

* *for identification purpose only*