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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in United Photovoltaics Group Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(1) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED AMENDMENTS OF
CERTAIN TERMS OF THE 7.0% US\$100,000,000 CONVERTIBLE BONDS
HELD BY DRIVEN INNOVATION LIMITED
AND
(3) NOTICE OF SPECIAL GENERAL MEETING

A notice convening the SGM to be held at 3:00 p.m. on Thursday, 11 May 2017, at Unit 1407, 14/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong is set out on pages 12 to 15 of this circular. A form of proxy for the SGM is enclosed. Whether or not you intend to attend and vote at the SGM or any adjourned meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

18 April 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following words and expressions have the meanings as set out below:–

“Amendment Deed”	the amendment deed dated 29 March 2017 entered into between the Company and Bondholder in relation to the Proposed Amendments
“associate”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Bond Instrument”	the deed executed by the Company on 3 June 2015 constituting the Convertible Bonds
“Bondholder”	Driven Innovation Limited, a limited liability company incorporated in the British Virgin Islands
“business day”	a day on which banks in Hong Kong are open for general banking business, other than (i) a Saturday or a Sunday; or (ii) a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
“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 Share(s) to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds; in payment of the accrued and unpaid interest under the Convertible Bonds; and/or upon mandatory conversion by the Company in accordance with the terms of the Bond Instrument
“Convertible Bonds”	the 7% secured three-year convertible bonds in the principal amount of US\$100,000,000 due 3 June 2018 issued by the Company to the Bondholder

DEFINITIONS

“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
“Latest Practicable Date”	12 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the terms and conditions of the Convertible Bonds pursuant to the terms of the Amendment Deed
“Proposed Name Change”	the proposed change of the existing English name of the Company from “United Photovoltaics Group Limited” to “Panda Green Energy Group Limited” and to adopt a secondary name in Chinese “熊貓綠色能源集團有限公司” to replace its existing secondary name in Chinese “联合光伏集团有限公司”
“SGM”	the special general meeting of the Company to be held at Unit 1407, 14/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 11 May 2017 at 3:00 p.m. for the Shareholders to consider and, if thought fit, approve (a) the Proposed Name Change, (b) the Proposed Amendments, and (c) the grant of Specific Mandate, notice of which is set out on pages 12 to 15 of this circular

DEFINITIONS

“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company, and where applicable, the term shall also include shares of any class or classes of the Company resulting from any subdivision, consolidation or re-classification of those shares
“Shareholder(s)”	holder(s) of the Shares
“Specific Mandate”	the specific mandate(s) to be sought at the SGM for the allotment and issue of the Conversion Shares pursuant to the terms of the Convertible Bonds (as amended by the Supplemental Deed)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Supplemental Deed”	the supplemental deed poll to be executed by the Company to effectuate the Proposed Amendments in accordance with the terms of the Amendment Deed
“UNDP”	the United Nations Development Programme
“US\$”	United States dollars, the lawful currency of the United States of America

LETTER FROM THE BOARD



UNITED PHOTOVOLTAICS GROUP LIMITED

聯合光伏集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

Executive Directors:

Mr. Li, Alan

(Chairman and Chief Executive Officer)

Mr. Lu Zhenwei

Mr. Li Hong

Ms. Qiu Ping, Maggie

Mr. Jiang Wei

Non-Executive Directors:

Academician Yao Jiannian

Mr. Tang Wenying

Mr. Li Hao

Independent Non-Executive Directors:

Mr. Kwan Kai Cheong

Mr. Yen Yuen Ho, Tony

Mr. Shi Dinghuan

Mr. Ma Kwong Wing

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business

in Hong Kong:

Unit 1012, 10/F

West Tower, Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

18 April 2017

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED AMENDMENTS OF
CERTAIN TERMS OF THE 7.0% US\$100,000,000 CONVERTIBLE BONDS
HELD BY DRIVEN INNOVATION LIMITED
AND
(3) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 6 April 2017 in respect of the Proposed Name Change.

LETTER FROM THE BOARD

Reference is also made to the announcement of the Company dated 29 March 2017 in relation to the Proposed Amendments, pursuant to which the Company and the Bondholder agreed to amend certain terms and conditions of the Convertible Bonds.

The purpose of this circular is to provide you with details regarding the Proposed Name Change and the Proposed Amendments, as well as to give you notice of the SGM, which is set out on pages 12 to 15 of this circular.

PROPOSED CHANGE OF COMPANY NAME

The Company entered into a memorandum of understanding with the UNDP on 1 September 2016 in relation to, among other things, establishment of panda-shaped solar power plants to encourage clean energy technologies and promote youth participation in the sustainable development goals of the UNDP. The UNDP is the United Nations' global development network serves in many respects as the operational arm of the United Nations at the country level and works with partners in numerous countries to promote sustainable development goals. As disclosed in the Company's announcement dated 27 February 2017, the Group has commenced development and construction of a 50MW panda-shaped solar power plant located in Datong County, Shanxi Province, the PRC, solidifying the Group's initiatives of the global UNDP Panda Campaign. As part of its corporate strategy, the Group will pursue overseas expansion leveraging on the Chinese government's increasing involvement in global climate initiatives and the national policy for One Belt, One Road under the Group's new corporate image.

Given the Group's initiatives to achieve and promote technology innovation and provision of clean energy, promoting the goal of sustainable development across nations through the construction of panda-shaped solar power plants, the Company proposes to change the existing English name of the Company from "United Photovoltaics Group Limited" to "Panda Green Energy Group Limited" and to adopt a secondary name in Chinese "熊貓綠色能源集團有限公司" to replace its existing secondary name in Chinese "聯合光伏集團有限公司". A new company logo comprising a smiling panda and the Proposed Name Change can better reflect its corporate image and identity.

LETTER FROM THE BOARD

Conditions

The Proposed Name Change will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Proposed Name Change; and
- (ii) the approval for the Proposed Name Change having been granted by the Registrar of Companies in Bermuda.

Subject to satisfaction of these conditions, the Proposed Name Change will take effect from the date on which the Registrar of Companies in Bermuda enters the Company's new English name and secondary name in Chinese on the register maintained by the Registrar of Companies in Bermuda in place of the existing English name and secondary name in Chinese.

Upon the Proposed Name Change becoming effective, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong and the Shares will be traded on the Stock Exchange under the new name.

Effect of the Proposed Change of Company Name

The Proposed Name Change will not affect any rights of the Shareholders. The existing Share certificates in issue bearing the present name of the Company will, after the Proposed Name Change becoming effective, continue to be evidence of legal title and the existing Share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing Share certificates for new certificates bearing the new name of the Company.

Upon the Proposed Name Change becoming effective and from then on, new certificates in respect of the Shares will be issued under the new name of the Company and, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company will also be changed. Further announcement(s) will be made by the Company regarding the effective date of the Proposed Name Change, the change of the stock short name for trading of the Shares on the Stock Exchange and the change in the business logo of the Company.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO TERMS CONVERTIBLE BONDS

References are made to the announcements of the Company dated 28 May 2015 and 3 June 2015 in relation to the issue of the Convertible Bonds and the announcement of the Company dated 29 March 2017 in relation to the Proposed Amendments. As at the Latest Practicable Date, the aggregate outstanding principal amount of the Convertible Bonds amounted to US\$100,000,000. Based on the information provided by the Bondholder, the Bondholder is a limited liability Company incorporated in the British Virgin Islands and is an indirectly wholly-owned subsidiary of China Huarong Asset Management Co., Ltd.* (中國華融資產管理股份有限公司), principally engaged in investment business.

On 29 March 2017, the Company entered into an Amendment Deed with the Bondholder in relation to the Proposed Amendments, pursuant to which, the Company shall have an early redemption right in respect of the Convertible Bonds.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Bondholder and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

The Proposed Amendments

The Proposed Amendments are set out below:

To the extent not previously converted into Shares or not being subject to redemption or conversion under the Bond Instrument at the relevant time, the Company shall have the right, at any time commencing from the effective date of the Supplemental Deed and ending on the fifth business day prior to the maturity date of the Convertible Bonds, on giving not less than 5 business days' redemption notice (the "**Redemption Notice**") to the Bondholder in accordance with the Bond Instrument, to redeem all of the outstanding principal amount of the Convertible Bonds at a price that is equal to the sum of items (a) to (c) set out below:

- (a) 100% of the face value of the principal amount of the Convertible Bonds proposed to be redeemed;
- (b) all interest accrued thereon up to (but excluding) the redemption date as specified on the Redemption Notice; and

LETTER FROM THE BOARD

- (c) a redemption premium, the aggregate amount of which will be determined by the following formula:

$$P \times (20\% \times N/T)$$

where:

P represents the principal amount of the Convertible Bonds to be redeemed;

N represents the number of days from the issue date to the date on which the entire redemption price is received by the Bondholder (both dates inclusive) (provided that the number of days of a complete full year shall be 365 days); and

T represents the number of days of three (3) complete full years.

Under the existing terms of the Convertible Bonds, the Company will redeem the Convertible Bonds on or before the fifteenth business day after the maturity date at 120% of the outstanding principal amount together with accrued and unpaid interest. Upon early redemption of the Convertible Bonds (as amended by the Supplemental Deed), the Bondholder will receive a prorated portion of the redemption premium.

Conditions Precedent

The Proposed Amendments are subject to the following conditions precedent:

- (a) the approval of the Proposed Amendments by the Stock Exchange;
- (b) the approval of the Proposed Amendments by the Shareholders at the SGM; and
- (c) the sanction of the Supplemental Deed by a special resolution of the Bondholder as holder of the Convertible Bonds.

The Company shall execute the Supplemental Deed within three business days after the conditions precedent have been fulfilled to effectuate the Proposed Amendments. The Proposed Amendments will take effect from the date of the Supplemental Deed.

Save as disclosed above, all other terms and conditions of the Convertible Bonds shall remain unchanged.

LETTER FROM THE BOARD

Reasons for entering into the Amendment Deed

The Company is an investment holding company and the Group is principally engaged in the development, investment, operation and management of solar power plants.

The Company considers that the entering into of the Amendment Deed will allow the Company to redeem the Convertible Bonds prior to its maturity date and to better manage its capital structure with flexibility, and upon early redemption of the Convertible Bonds, the Company's financial costs will be lowered and in turn the financial position of the Company will be strengthened, enhancing the Company's market competitiveness.

The Company redeemed the 7.5% secured three-year convertible bonds in the principal amount of US\$30,000,000 on 29 March 2017 after the additional right for early redemption had come into effect with approval from the Stock Exchange and the Shareholders. Similarly, it is the intention of the Company to redeem the Convertible Bonds immediately after the Proposed Amendments become effective. The Company intends to apply the net proceeds from the recent issue of US\$ senior notes due 2020 to fund the early redemption.

The Directors (including the independent non-executive Directors) consider that the Amendment Deed and the transactions contemplated thereunder are on normal commercial terms determined after arm's length negotiation between the Company and the Bondholder and are fair and reasonable and in the interests of the Company and the Shareholders as whole.

None of the Directors has any material interest in the transactions contemplated under the Amendment Deed, and therefore none of the Directors has abstained from voting on such Board resolutions.

Implications under the Listing Rules

Pursuant to Rule 28.05 of the Listing Rules, any alteration in the terms of convertible bonds after issue must be approved by the Stock Exchange, except where alterations take effect automatically under the existing terms of such convertible bonds.

The Company has applied to the Stock Exchange for approval of the Proposed Amendments.

The application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission of deal in, the Conversion Shares falling to be allotted and issued under the Convertible Bonds (as amended by the Supplemental Deed).

LETTER FROM THE BOARD

SPECIAL GENERAL MEETING

A notice convening the SGM is set out on pages 12 to 15 of this circular for the purpose of considering, and if thought fit, passing the resolutions set out therein.

A special resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Proposed Name Change. As no Shareholder has any material interest in the Proposed Name Change, accordingly all Shareholders will be entitled to vote on the special resolution approving the Proposed Name Change.

An ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Proposed Amendments. As at the Latest Practicable Date, to the best knowledge of the Directors having made reasonable enquiries, the Bondholder did not hold any Share in the Company while its associates, namely Power Revenue Limited and New Modern Management Limited held a total of 320,000,000 Shares in the Company, representing approximately 4.30% of the issued share capital of the Company, are deemed to have an interest in the Proposed Amendments and they are required to abstain from voting. Save as disclosed, all Shareholders will be entitled to vote on the ordinary resolution approving the Amendment Deed, the Proposed Amendments, and the grant of Specific Mandate at the SGM.

You will find an enclosed form of proxy for use at the SGM. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited, located at Suite 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish.

VOTING BY WAY OF POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the SGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the view that the Proposed Name Change is in the interests of the Company and the Shareholders as a whole and the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the SGM.

The Directors consider that the terms of the Amendment Deed and the Proposed Amendments are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution to approve the Amendment Deed, the Proposed Amendments and the grant of Special Mandate at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF SGM



UNITED PHOTOVOLTAICS GROUP LIMITED

聯合光伏集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of United Photovoltaics Group Limited (the “**Company**”) will be held at Unit 1407, 14/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 11 May 2017 at 3:00 p.m. for the proposing and, if thought fit, passing, with or without amendments, the following resolution no. 1 as special resolution and resolution no. 2 as ordinary resolution of the Company:

Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 18 April 2017 (the “**Circular**”), unless the context otherwise requires.

SPECIAL RESOLUTION

1. “**THAT:**
 - (a) subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “United Photovoltaics Group Limited” to “Panda Green Energy Group Limited” and the secondary name in Chinese “熊貓綠色能源集團有限公司” be adopted as the secondary name in Chinese of the Company to replace its existing secondary name in Chinese “聯合光伏集團有限公司” with effect from the date on which the Registrar of Companies in Bermuda enters the new English name and the secondary name in Chinese of the Company on the register maintained by the Registrar of Companies in Bermuda (the “**Proposed Name Change**”); and
 - (b) any one of the Directors or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all documents including under seal where applicable and take all steps which in his/her opinion that he/she considers necessary or expedient to implement and give effect to the Proposed Name Change and to attend to any necessary registration and/or filing for and on behalf of the Company.”

NOTICE OF SGM

ORDINARY RESOLUTION

2. “**THAT:**

- (a) the entering into of the Amendment Deed, a copy of which is produced to the Meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated thereunder, including the Proposed Amendments, be and are hereby approved, confirmed and ratified;
- (b) subject to the Stock Exchange having approved the Proposed Amendments and the Listing Committee granting approval for the listing of, and permission to deal in, the Conversion Shares, the Board be and is hereby granted a Specific Mandate for the allotment and issue of all the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds, upon mandatory conversion by the Company, and/or in payment of the accrued and unpaid interest under the Convertible Bonds; and
- (c) any one of the Directors of the Company be and is hereby generally and unconditionally authorised to sign and execute the Supplemental Deed and to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Amendment Deed including but not limited to the execution of any documents or deeds or the affixation of any seal or the issue of any certificate.”

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

Hong Kong, 18 April 2017

NOTICE OF SGM

Executive Directors

Mr. Li, Alan (*Chairman and Chief Executive Officer*)

Mr. Lu Zhenwei

Mr. Li Hong

Ms. Qiu Ping, Maggie

Mr. Jiang Wei

Non-executive Directors

Academician Yao Jiannian

Mr. Tang Wenyong

Mr. Li Hao

Independent non-executive Directors

Mr. Kwan Kai Cheong

Mr. Yen Yuen Ho, Tony

Mr. Shi Dinghuan

Mr. Ma Kwong Wing

Notes:

1. In order to qualify for attending and voting at the Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two China Chem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on 5 May 2017.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish.
4. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the Meeting or any adjournment thereof if you so desire and, in such event, the instrument appointing such a proxy shall be deemed to be revoked.

NOTICE OF SGM

5. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holder are present at the Meeting personally or by proxy, the persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. Votes on the resolutions set out herein and are to be passed at the Meeting will be taken by way of poll.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 11:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of Company at www.unitedpvgroup.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.