



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer United Photovoltaics Group Limited

Date Submitted 2 February 2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>686</u>	Description :	<u>N/A</u>
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$2,000,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$2,000,000,000</u>

(2) Stock code :	<u>N/A</u>	Description :	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State
currency*) :

HK\$2,000,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	4,751,266,325	N/A	N/A	N/A
Increase / (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	4,751,266,325	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme						
Subscription Price: HK\$1.00						
(19/06/2012)						
Ordinary shares	Nil	Nil	Nil	200,000	Nil	51,600,000
(Note 1)						
2. Share Option Scheme						
Subscription Price: HK\$0.564						
(19/06/2012)						
Ordinary shares	36,568,319	Nil	Nil	Nil	Nil	36,568,319
(Note 1)						
3. N/A						
(/ /)						
shares						
(Note 1)						
			Total A. (Ordinary shares)		Nil	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				N/A		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total B.				(Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Series B - Convertible Bonds						
for principal amount of						
HK\$847,964,000						
(subject to adjustment)						
(due 2018)	HK\$	HK\$847,964,000	Nil	HK\$847,964,000	Nil	847,964,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.00 per conversion share					
SGM approval date (if applicable)						
(dd/mm/yyyy)	(29/05/2013)					
2. 5% Secured Guaranteed						
Convertible Bonds						
for principal amount of						
US\$120,000,000 (equivalent						
to approx. HK\$930,000,000)						
(due 2016)	US\$	US\$120,000,000	Nil	US\$120,000,000	Nil	581,250,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.60 per conversion share					
SGM approval date (if applicable)						
(dd/mm/yyyy)	(under the general mandate granted to the directors at the AGM held on 27 June 2013 and the specific mandate granted to the directors at the SGM held on 11 November 2013)					
3. Convertible Bonds						
for principal amount of						
HK\$232,959,339						
(due 2018)	HK\$	HK\$232,959,339	Nil	HK\$232,959,339	Nil	145,599,586
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.60 per conversion share					
SGM approval date (if applicable)						
(dd/mm/yyyy)	(09/12/2013)					
4. 7.5% Secured Convertible Bonds						
for principal amount of						
HK\$524,803,198.80						(Remark 1)
(due 2018)	HK\$	HK\$524,803,198.80	Nil	HK\$524,803,198.80	Nil	509,517,668
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.03 per conversion share					
SGM approval date (if applicable)						
(dd/mm/yyyy)	(17/03/2015)					

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. 7.5% Secured Convertible Bonds						
for principal amount of						
US\$30,000,000 (equivalent to approx. HK\$232,500,000)						(Remark 2)
(due 2018)	US\$	US\$30,000,000	Nil	US\$30,000,000	Nil	225,728,155
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.03 per conversion share					
SGM approval date (if applicable) (dd/mm/yyyy)	(under the general mandate granted to the directors at the AGM held on 27 June 2014)					
6. 7.5% Secured Convertible Bonds						
for principal amount of						
US\$15,000,000 (equivalent to approx. HK\$116,250,000)						(Remark 3)
(due 2018)	US\$	US\$15,000,000	Nil	US\$15,000,000	Nil	112,864,077
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.03 per conversion share					
SGM approval date (if applicable) (dd/mm/yyyy)	(12/06/2015)					
7. 7% Secured Convertible Bonds						
for principal amount of						
US\$100,000,000 (equivalent to approx. HK\$775,000,000)						(Remark 4)
(due 2018)	US\$	US\$100,000,000	Nil	US\$100,000,000	Nil	590,071,569
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.3134 per conversion share					
SGM approval date (if applicable) (dd/mm/yyyy)	(under the general mandate granted to the directors at the AGM held on 27 May 2015)					
8. 6.75% Secured Convertible Bonds						
for principal amount of						
US\$100,000,000						(Remark 5)
(due 2018)	US\$	US\$100,000,000	Nil	US\$100,000,000	Nil	486,564,540
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$1.5928 per conversion share					
SGM approval date (if applicable) (dd/mm/yyyy)	(under the general mandate granted to the directors at the SGM held on 24 July 2015)					
Total C. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. As disclosed in the Company's circular dated 27 February 2015 and announcement dated 17 March 2015 in relation to, among others, an option agreement, pursuant to which, the Company may issue a maximum number of 555,854,810 shares as consideration at the initial issue price. (17/03/2015) Ordinary shares (Note 1)	Nil	555,854,810
2. As disclosed in the Company's announcement dated 10 December 2015 in relation to a sale and purchase agreement, pursuant to which, the Company shall issue a maximum of 15,000,000 consideration shares at the issue price of HK\$1.00 each and 5,000,000 consideration shares remain issuable. (under the general mandate granted to the directors at the SGM held on 24/07/2015) Ordinary shares (Note 1)	Nil	5,000,000
3. N/A _____ _____ _____ (/ /) shares (Note 1)		
4. N/A _____ _____ _____ (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	Nil N/A N/A	

Other Movements in Issued Share Capital

Other Movements in Issued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ N/A _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ N/A _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	
3. Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ N/A _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	
4. Bonus issue		Class of shares issuable (Note 1) _____ N/A _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	

Other Movements in Issued Share Capital

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
5. Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u>		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
6. Repurchase of shares		Class of shares repurchased (Note 1)	<u>N/A</u>		
		Cancellation date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
7. Redemption of shares		Class of shares redeemed (Note 1)	<u>N/A</u>		
		Redemption date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
8. Consideration issue	At price : State currency _____	Class of shares issuable (Note 1)	<u>N/A</u>		
		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		

Other Movements in Issued Share Capital

		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue			
9. Capital reorganisation	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
10. Other (Please specify)	At price : State currency _____ Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
Total E. (Ordinary shares)		<u>N/A</u>	
(Preference shares)		<u>N/A</u>	
(Other class)		<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>Nil</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

(1) Assuming shares of the Company are issued for payment of interest under the convertible bonds at the initial conversion price, a maximum of additional 38,213,825 shares may be issued.

(2) Assuming shares of the Company are issued for payment of interest under the convertible bonds at the initial conversion price, a maximum of additional 16,929,611 shares may be issued.

(3) Assuming shares of the Company are issued for payment of interest under the convertible bonds at the initial conversion price, a maximum of additional 8,464,805 shares may be issued.

(4) Assuming shares of the Company are issued for payment of interest under the convertible bonds at the initial conversion price, a maximum of additional 41,305,009 shares may be issued.

(5) Assuming shares of the Company are issued for payment of interest under the convertible bonds at the initial conversion price, a maximum of additional 16,421,553 shares may be issued.

Submitted by: Ms Qiu Ping, Maggie

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*