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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  
HELD ON 27 JUNE 2014**

**AND**

**RETIREMENT OF DIRECTORS AND CEASE  
AS A MEMBER OF AUDIT COMMITTEE**

Reference is made to the notice of the annual general meeting (the “**AGM**”) of United Photovoltaics Group Limited (the “**Company**”) dated 30 April 2014 (the “**AGM Notice**”) and the circular of the Company dated 30 April 2014 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

## POLL RESULTS OF THE AGM

The board of Directors (the “**Board**”) announces that the poll results in respect of the resolutions (the “**Resolutions**”) set out in the AGM Notice by way of poll by the Shareholders at the AGM held on 27 June 2014 are as follows:

ORDINARY RESOLUTIONS		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 Company and its subsidiaries and the reports of the Directors and the auditors of the Company (the “ <b>Auditors</b> ”) for the year ended 31 December 2013.	1,800,569,840 (99.9962%)	68,000 (0.0038%)	1,800,637,840
2.	(i) To re-elect Mr. Lu Zhenwei as an executive Director.	1,799,473,946 (99.9354%)	1,163,894 (0.0646%)	1,800,637,840
	(ii) To re-elect Mr. Yang Baiqian as a non-executive Director.	1,795,943,879 (99.7393%)	4,693,961 (0.2607%)	1,800,637,840
	(iii) To re-elect Ms. Qiu Ping, Maggie as a non-executive Director.	1,799,473,946 (99.9354%)	1,163,894 (0.0646%)	1,800,637,840
	(iv) To re-elect Mr. Wu Zhenmian as a non-executive Director.	472,879,945 (26.2618%)	1,327,757,895 (73.7382%)	1,800,637,840
	(v) To re-elect Mr. Ching Kwok Ho, Samuel as an independent non-executive Director.	448,310,286 (24.8973%)	1,352,327,554 (75.1027%)	1,800,637,840
	(vi) To re-elect Mr. Ma Kwong Wing as an independent non-executive Director.	1,796,069,840 (99.7463%)	4,568,000 (0.2537%)	1,800,637,840
3.	To authorize the Board to fix the Directors’ remuneration.	1,800,569,840 (99.9962%)	68,000 (0.0038%)	1,800,637,840

ORDINARY RESOLUTIONS		Number of Shares voted (approximate percentage of total number of Shares voted)		Total number of votes cast
		For	Against	
4.	To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Board to fix their remuneration.	1,797,348,926 (99.8173%)	3,288,914 (0.1827%)	1,800,637,840
5.	(A) To grant a general mandate to the Directors to repurchase the Company's Shares.	1,800,569,840 (99.9962%)	68,000 (0.0038%)	1,800,637,840
	(B) To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's Shares.	1,747,137,049 (97.0288%)	53,500,791 (2.9712%)	1,800,637,840
	(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 option which might require.	1,747,137,049 (97.0288%)	53,500,791 (2.9712%)	1,800,637,840

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.

As more than 50% of the votes were cast in favour of the Resolutions 1, 2(i), 2(ii), 2(iii), 2(vi), 3, 4, and 5, all such Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As more than 50% of the votes were cast against the Resolutions 2(iv) and 2(v), both such Resolutions were not passed as ordinary resolutions of the Company at the AGM.

As at the date of the AGM, the total number of issued Shares was 4,331,266,325 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.

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

## **RETIREMENT OF DIRECTORS AND CEASE AS A MEMBER OF AUDIT COMMITTEE**

As disclosed in the Circular, pursuant to the Bye-laws, Mr. Wu Zhenmian (“**Mr. Wu**”), a non-executive Director appointed by the Board on 1 August 2013, should hold office until the AGM and be subject to re-election at the AGM, and Mr. Ching Kwok Ho, Samuel (“**Mr. Ching**”), an independent non-executive Director since 1 May 2006, should retire by rotation and be eligible for re-election at the AGM. As they were not re-elected by the Shareholders at the AGM, Mr. Wu and Mr. Ching have retired as Directors upon conclusion of the AGM and Mr. Ching has ceased to be a member of the audit committee of the Company following his retirement.

The Company has confirmed that the Board has no disagreement with Mr. Wu and Mr. Ching and there is no matter relating to their retirement which needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its sincere gratitude to Mr. Wu and Mr. Ching for their valuable contributions to the Company during their respective tenure of offices of the Company.

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

Hong Kong, 27 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, 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.*