

Form A
表格甲

The whole of this document must be returned to be valid.
本文件必須整份交回，方為有效。

Provisional allotment letter No.
暫定配額通知書編號

IMPORTANT
重要提示

Reference is made to the prospectus (the "Prospectus") issued by Up Energy Development Group Limited (the "Company") dated 8 March 2013 in relation to the Rights Issue. Terms defined in the Prospectus shall bear the same meanings when used herein unless the context otherwise requires. 敬啟者，本招股章程(「本公司」)係根據香港日期為二零一三年三月八日之供股章程(「供股章程」)而發出。於供股章程所界定之詞彙於本表格中具同等涵義。

IF YOU ARE IN DOUBT AS TO THE CONTENTS OF THIS DOCUMENT OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES OF THE COMPANY, YOU SHOULD AT ONCE HANG THE PROSPECTUS AND THIS DOCUMENT TO THE PURCHASER(S) OR TRANSFERREE(S) OR TO THE BANK, LICENSED SECURITIES DEALER, REGISTERED INSTITUTIONS IN SECURITIES OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER(S) OR TRANSFERREE(S). 閣下如有任何疑問或對本文件之內容或應採取之行動有任何疑慮，或倘閣下已出售全部或部份名下之本公司股份，應諮詢閣下之股票經紀、持牌證券交易商、持牌證券機構、銀行經理、律師、專業會計師或其他專業顧問。閣下已將名下之本公司股份全部出售或轉讓，應立即將供股章程與本文件送交買主或受讓人，或送交經手買賣或轉讓之銀行、持牌證券交易商、持牌證券機構或其他代理人，以便轉交買主或受讓人。

THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING EXCESS APPLICATION FORM EXPIRE AT 4:00 P.M. ON FRIDAY, 22 MARCH 2013. 本文件具有價值及可轉讓，務請閣下立即處理。本文件及隨附之額外申請表格所載之要約於二零一三年三月二十二日(星期五)下午四時正截止。

Dealings in the Shares and the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS and you should consult your stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests. 買賣股份以及未繳股款及繳足股款股份可透過中央結算系統進行交易。有關交易安排之詳情及該等安排對閣下之權利及權益可能構成之影響，閣下應諮詢閣下之股票經紀、持牌證券交易商、持牌證券機構、銀行經理、律師、專業會計師或其他專業顧問。

This provisional allotment letter in relation to the Rights Shares ("Provisional Allotment Letter") and any acceptance of and application made under it are governed by and shall be construed in accordance with the laws of Hong Kong. 本供股章程所載之臨時配額通知書以及據此作出之任何接納及申請均受香港法律管轄，並按其詮釋。

A copy of this Provisional Allotment Letter, together with a copy of each of the Prospectus and the Excess Application Form and the written consents referred to in the paragraph headed "Expert" in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance. A copy of this Provisional Allotment Letter, together with a copy of each of the Prospectus and the Excess Application Form, has been filed with the Registrar of Companies in Bermuda as required by the Companies Act of Bermuda. The Registrar of Companies in Hong Kong, the Registrar of Companies in Bermuda and the SFC take no responsibility as to the contents of any of these documents. 本暫定配額通知書連同本供股章程及額外申請表格之副本及供股章程附錄三(專家)一段所提之同意書，已遵照公司條例第342C條之規定送交香港公司註冊處備案登記。本暫定配額通知書連同本供股章程及額外申請表格之副本已根據百慕達公司法送交百慕達公司註冊處備案。香港公司註冊處處長、百慕達公司註冊處處長及證監會對該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document. 香港交易所及香港結算對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. 倘獲准將 Rights Shares 在聯交所上市及獲准買賣 Rights Shares 之零碎股份，則 Rights Shares 在聯交所上市及獲准買賣 Rights Shares 之零碎股份將獲香港結算接納為合資格證券。凡在聯交所或香港結算之交易日或香港結算指定之其他日期起，可在中央結算系統內存戶結算及交收。聯交所參與者之間於任何交易日進行之交易，須於該後第二個交易日於中央結算系統內交收。中央結算系統內之一切活動均須根據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。

UP ENERGY
Up Energy Development Group Limited
優派能源發展集團有限公司*

Share Registrar:
Tricor Secretaries Limited
26/F., Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

股份過戶處：
卓佳秘書商務有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

(於百慕達註冊成立之有限公司)
(Stock Code: 0307)
(股份代號：0307)

RIGHTS ISSUE OF 848,895,627 SHARES
AT THE SUBSCRIPTION PRICE OF HK\$0.50 PER RIGHTS SHARE
ON THE BASIS OF ONE RIGHTS SHARE
FOR EVERY TWO EXISTING SHARES
HELD ON THE RECORD DATE
PAYABLE IN FULL ON APPLICATION NOT LATER THAN
4:00 P.M. ON FRIDAY, 22 MARCH 2013
以認購價每股供股股份 0.50 港元
發行 848,895,627 股股份
基準為於記錄日期
每持有兩股現有股份供一股供股股份
股款須於二零一三年三月二十二日(星期五)
下午四時正前申請時全數繳足

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in
Hong Kong:
Room 2704, 27th Floor
Tower 1, Admiralty Centre
18 Harcourt Road
Admiralty
Hong Kong

註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點：
香港
金鐘
夏慤道18號
海富中心1座
27樓2704室
8 March 2013
二零一三年三月八日

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

Form for shareholder name and address with boxes for Box A, B, C, and HKS.

Total number of Shares registered in your name(s) on Thursday, 7 March 2013
於二零一三年三月七日(星期四)登記於閣下名下之股份總數

Box A
甲欄

Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 P.M. on Friday, 22 March 2013
暫定配發予閣下之供股股份總數，有關股款最遲須於二零一三年三月二十二日(星期五)下午四時正接納時繳足

Box B
乙欄

Total subscription monies payable
應繳認購款項總額

Box C
丙欄
HKS
港元

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PROVISIONAL ALLOTMENT LETTER INTACT WITH THE SHARE REGISTRAR, TRICOR SECRETARIES LIMITED, 26/F., TESBURY CENTRE, 28 QUEEN'S ROAD EAST, WANCHAI, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE SHARE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON FRIDAY, 22 MARCH 2013. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND MUST BE FORWARDED EITHER BY CHEQUE DRAWN ON AN ACCOUNT WITH, OR CASHIER'S ORDER ISSUED BY, A LICENSED BANK IN HONG KONG. ALL SUCH CHEQUES OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO "UP ENERGY DEVELOPMENT GROUP LIMITED - RIGHTS ISSUE ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES. 閣下如欲接納此項暫定配額通知書，必須將本暫定配額通知書連同此通知書內所列之款項，於二零一三年三月二十二日(星期五)下午四時正前送交股份過戶處卓佳秘書商務有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)。所有款項均以港元繳付，並須以香港持牌銀行銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有支票或銀行本票須在無條件開出時為「UP ENERGY DEVELOPMENT GROUP LIMITED - RIGHTS ISSUE ACCOUNT」以及獲承人抬頭，以支票或銀行本票形式繳付。有關匯款之支票或銀行本票，必須註明「過戶」字樣。閣下應將支票或銀行本票連同此通知書一併寄交香港結算，以便結算。閣下如欲接納此項暫定配額通知書，閣下須將本通知書內所列之款項，於二零一三年三月二十二日(星期五)下午四時正前送交股份過戶處卓佳秘書商務有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)。所有款項均以港元繳付，並須以香港持牌銀行銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有支票或銀行本票須在無條件開出時為「UP ENERGY DEVELOPMENT GROUP LIMITED - RIGHTS ISSUE ACCOUNT」以及獲承人抬頭，以支票或銀行本票形式繳付。有關匯款之支票或銀行本票，必須註明「過戶」字樣。閣下應將支票或銀行本票連同此通知書一併寄交香港結算，以便結算。閣下如欲接納此項暫定配額通知書，閣下須將本通知書內所列之款項，於二零一三年三月二十二日(星期五)下午四時正前送交股份過戶處卓佳秘書商務有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)。所有款項均以港元繳付，並須以香港持牌銀行銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有支票或銀行本票須在無條件開出時為「UP ENERGY DEVELOPMENT GROUP LIMITED - RIGHTS ISSUE ACCOUNT」以及獲承人抬頭，以支票或銀行本票形式繳付。有關匯款之支票或銀行本票，必須註明「過戶」字樣。閣下應將支票或銀行本票連同此通知書一併寄交香港結算，以便結算。閣下如欲接納此項暫定配額通知書，閣下須將本通知書內所列之款項，於二零一三年三月二十二日(星期五)下午四時正前送交股份過戶處卓佳秘書商務有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)。所有款項均以港元繳付，並須以香港持牌銀行銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有支票或銀行本票須在無條件開出時為「UP ENERGY DEVELOPMENT GROUP LIMITED - 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UP ENERGY

Up Energy Development Group Limited

優派能源發展集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0307)

Dear Qualifying Shareholder(s),

Reference is made to the prospectus (the "Prospectus") issued by Up Energy Development Group Limited (the "Company") dated 8 March 2013 in relation to the Rights Issue. Terms defined in the Prospectus have the same meanings in this Provisional Allotment Letter unless the context indicates otherwise. In accordance with the terms and subject to the conditions set out in the Prospectus accompanying this document despatched to the Qualifying Shareholders, the Directors have provisionally allotted to you the Rights Shares on the basis of one Rights Share for every two existing Shares registered in your name on the register of members of the Company on the Record Date (i.e. Thursday, 7 March 2013). Your holding of the Shares on the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B.

Any Rights Shares provisionally allotted, but not accepted, will be available for excess applications by the Qualifying Shareholders using the accompanying Excess Application Form.

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu in all respects with the then existing Shares in issue such that holders of such Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares.

The Rights Issue Documents have not been registered or filed under the applicable securities laws or equivalent legislation of any jurisdiction other than Hong Kong and Bermuda. The Rights Issue Documents have been filed with the Registrar of Companies in Bermuda in accordance with the Companies Act of Bermuda.

It is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of the relevant jurisdictions, including the obtaining of any government or other consents and to pay any taxes and duties required to be paid in such jurisdictions, in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. The Company reserves the right to refuse to accept any acceptances of or applications for the Rights Shares where it believes that doing so would violate applicable securities or other laws or regulations of any territory or jurisdiction.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Rights Issue is conditional upon the fulfillment and/or (in respect of concern conditions) waiver of the conditions as set out in the section headed "Conditions of the Rights Issue" of the "Letter from the Board" in the Prospectus.

The Underwriting Agreement contains provisions granting the Underwriter, by notice in writing, the ability to terminate its obligations under the Underwriting Agreement on the occurrence of certain events. The Underwriter may terminate its commitment under the Underwriting Agreement at any time prior to 5:00 p.m. on the Business Day immediately following the Final Acceptance Date (the "Latest Time for Termination") if:

- (a) there shall develop, occur, exist or come into effect:
- any new law or regulation or any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other place in which any member of the Group conducts or carries on business; or
 - any local, national or international event or change of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets; or
 - any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic or threatened epidemic, terrorism, strike or lock-out; or
 - the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances; or
 - the occurrence of any event, or series of events, beyond the control of the Underwriter;
- which, in the reasonable opinion of the Underwriter:
- is or will or is likely to have a material adverse effect on the business or financial condition of the Group as a whole or the Rights Issue; or
 - has or will have or is likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares taken up; or
 - makes it inadvisable or inexpedient for the Company to proceed with the Rights Issue; or
- (b) there comes to the notice of the Underwriter:
- any matter or event showing any of the representations, warranties and undertakings made by the Company was, when given, untrue or misleading or as having been breached in any respect; or
 - any breach by any of the other parties to the Underwriting Agreement of any of their respective obligations or undertakings under the Underwriting Agreement or under the Option Undertakings, then and in any such case the Underwriter may, upon giving notice to the Company terminate the Underwriting Agreement with immediate effect.

If the Underwriting Agreement is terminated by the Underwriter on or before the Latest Time for Termination or does not become unconditional, the Rights Issue will not proceed. Further announcement(s) will be made if the Underwriting Agreement is terminated by the Underwriter.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

The Shares have been dealt in on an ex-rights basis from Monday, 4 March 2013. Dealings in the Rights Shares in nil-paid form will take place from Tuesday, 12 March 2013 to Tuesday, 19 March 2013 (both days inclusive). **If the conditions of the Rights Issue are not fulfilled and/or waived (where applicable) on or before the Latest Time for Termination (or such later time and/or date as the Company and the Underwriter may determine), or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed.**

Any Shareholders or other persons contemplating dealing in the Shares or nil-paid Rights Shares will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed, and are recommended to consult their own professional advisers.

PROCEDURE FOR ACCEPTANCE AND PAYMENT

To take up all your provisional allotment and entitlements in full, you must lodge the whole of this original Provisional Allotment Letter intact with the Share Registrar, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by the Share Registrar by no later than 4:00 p.m. on Friday, 22 March 2013. This will constitute acceptance of the provisional allotment and entitlements on the terms of this Provisional Allotment Letter and the Prospectus and subject to the memorandum of association and bye-laws of the Company. All remittances must be made in Hong Kong dollars and must be forwarded either by cheques drawn on an account with, or cashier's order issued by, a licensed bank in Hong Kong. All such cheques and cashier's order must be made payable to "UP ENERGY DEVELOPMENT GROUP LIMITED — Rights Issue Account" and crossed "Account Payee Only". No receipt will be given for such remittances. All enquiries in connection with this Provisional Allotment Letter should be addressed to the Share Registrar at the above address.

It should be noted that unless this Provisional Allotment Letter, duly completed, together with the appropriate remittance as shown in Box C, has been received in the manner as described above by no later than 4:00 p.m. on Friday, 22 March 2013, whether by the original allottee or any person in whose favour the rights to subscribe for the Rights Shares has been validly transferred, your provisional allotment and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a Provisional Allotment Letter as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you under the Provisional Allotment Letter, you must complete and sign the form of transfer and nomination (Form B), and hand this original Provisional Allotment Letter to the person(s) to or through whom you are transferring your rights under the Provisional Allotment Letter. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this Provisional Allotment Letter intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Share Registrar, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, so as to be received by the Share Registrar by no later than 4:00 p.m. on Friday, 22 March 2013. All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "UP ENERGY DEVELOPMENT GROUP LIMITED — Rights Issue Account" and crossed "Account Payee Only". It should be noted that stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you, or to transfer your rights to more than one person, this original Provisional Allotment Letter must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Thursday, 14 March 2013 to the Share Registrar, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, which will cancel this original Provisional Allotment Letter and issue new Provisional Allotment Letters in the denominations required, which will be available for collection at the same place on the second Business Day after your surrender of the original Provisional Allotment Letter.

FRACTIONS OF RIGHTS SHARES

Fractional entitlements of nil-paid Rights Shares will not be issued but will be aggregated and sold, if a premium (net of expenses) can be obtained, for the benefit of the Company. Any unsold aggregate of fractions of nil-paid Rights Shares will be made available for Excess Application under the Excess Application Forms.

EXCESS RIGHTS SHARES

You are entitled to apply, by way of excess application, for any unsold Rights Shares created by adding together fractions of nil-paid Rights Shares and any nil-paid Rights Shares provisionally allotted but not accepted. Applications for excess Rights Shares may be made by completing the Excess Application Forms and lodging the same with a separate remittance for the excess Rights Shares being applied for.

If your Shares are held by a nominee company (or which are held with CCASS), you should note that the Board will regard the nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, you should note that the above arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners.

If you wish to apply for any Rights Shares in addition to your provisional allotment, you must complete and sign the enclosed Excess Application Form in accordance with the instructions printed on the Excess Application Form and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with Tricor Secretaries Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Friday, 22 March 2013 or such later time and/or dates as may be agreed between the Company and the Underwriter. All remittances must be made in Hong Kong dollars and must be forwarded either by cheques drawn on an account with, or cashier's orders issued by, a licensed bank in Hong Kong and made payable to "UP ENERGY DEVELOPMENT GROUP LIMITED — Excess Application Account" crossed "Account Payee Only". The Share Registrar will notify you of any allotment of excess Rights Shares made to you. An announcement of results of acceptance of and excess applications for the Rights Issue will be published on Wednesday, 27 March 2013.

CHEQUES AND CASHIER'S ORDER

All cheques and cashier's orders will be presented for payment immediately upon receipt and all interest earned on such monies will be retained for the benefit of the Company. Any Provisional Allotment Letter in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation is liable to being rejected. Completion and return of a Provisional Allotment Letter with a cheque and/or cashier's order, whether by you or by any nominated transferee will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to other rights of the Company in respect thereof, the Company reserves the right to reject any Provisional Allotment Letter in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and, in such event, the relevant provisional allotment and all rights under the provisional allotment will be deemed to have been declined and will be cancelled. Subject to the fulfillment of the conditions of the Rights Issue, refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be despatched by ordinary post at your risk to your registered addresses, or other persons entitled thereto, on or before Thursday, 28 March 2013.

SHARE CERTIFICATES

It is expected that the certificates for all fully-paid Rights Shares will be posted by ordinary mail by the Share Registrar, Tricor Secretaries Limited, to those Qualifying Shareholders who have paid for and accepted the Rights Shares* at their risk to their registered addresses on or before Thursday, 28 March 2013.

You will receive one certificate for all the Rights Shares issued to you.

GENERAL

Lodgment of this Provisional Allotment Letter with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split Provisional Allotment Letters and/or the certificates for Rights Shares.

This Provisional Allotment Letter and any acceptance of the offer contained therein shall be governed by, and construed in accordance with, the laws of Hong Kong.

Further copies of the Prospectus giving details of the Rights Issue are available from the Share Registrar, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong during normal business hours.

By completing, signing and submitting the forms accompanying this Provisional Allotment Letter, you agree to disclose to the Company, the Share Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Room 2704, 27/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary or (as the case may be) the Share Registrar at its address set out above.

Yours faithfully,
for and on behalf of
Up Energy Development Group Limited
Qin Jun
Chairman

* For identification purposes only

UP ENERGY

Up Energy Development Group Limited

優派能源發展集團有限公司*

(於百慕達註冊成立之有限公司)
(股份代號: 0307)

敬啟者:

茲提述優派能源發展集團有限公司(「本公司」)就供股所刊發日期為二零一三年三月八日之供股章程(「供股章程」)。除文義另有所指外,於供股章程所界定之詞彙於本暫定配額通知書中具相同涵義。根據隨本文件寄發予合資格股東之供股章程內所載之條款及條件,董事已按記錄日期(即二零一三年三月七日(星期四))在本公司股東名冊登記於閣下名下每兩股現有股份獲發一股供股股份之基準,向閣下暫定配發供股股份。閣下於記錄日期所持有之股份數目列於甲欄,而暫定配發予閣下之供股股份數目則列於乙欄。

已暫定配發但不獲接納之供股股份,可供合資格股東以隨附之額外申請表格額外申請認購。

供股股份於配發、發行及繳足股款後將在各方面與當時已發行股份享有同等權益,即該等供股股份之持有人將有權收取於供股股份配發及發行日期當日或以後所宣派、作出或支付之所有日後股息及分派。供股文件並未根據香港及百慕達以外任何司法權區之適用證券法例或等同法例登記或存檔。供股文件已根據百慕達公司法送呈百慕達公司註冊處處長存案。

香港境外之任何人士如欲申請認購供股股份,有責任自行遵守有關司法權區之法律及法規,包括取得任何政府批准或其他同意,以及就此繳納該司法權區規定須支付之任何稅項及課稅。任何人士一旦接納供股股份之要約,將被視為彼向本公司聲明及保證已全面遵守該等當地法律及規定。倘本公司認為接納或申請供股股份可能違反任何地區或司法權區之適用證券或其他法律或法規,則本公司保留權利拒絕受理接納或申請供股股份。

終止包銷協議

倘有供股章程「董事會函件」中「供股之條件」一節所述之條件達成及/或(就有關條件而言)獲豁免後方可作實。

包銷協議載有條文,授予包銷商權利,可於發生若干事件之情況下發出書面通知終止其於包銷協議項下之責任。倘出現以下情況,包銷商可於緊隨最後接納日期之營業日下午五時正(「最後終止時限」)前任何時間終止其於包銷協議項下之承諾:

(a) 以下情況將會出現、發生、存在或生效:

- 香港或本集團任何成員公司經營或從事業務所在任何其他地方之任何法院或其他主管機關頒佈任何新法律或法規,或更改現行法律或法規,或有關法律或法規之詮釋或應用有變;或
- 任何本地、國家或國際之政治、軍事、財政、經濟或其他性質之事件或變動,或任何本地、國家或國際之敵對衝突或武裝衝突爆發或升級,或當地證券市場受到影響;或
- 任何天災、戰爭、暴動、暴亂、騷動、火災、水災、爆炸、疫症或疫症威脅、恐怖活動、罷工或停工;或
- 因特殊金融狀況而全面禁止、暫停或嚴重限制聯交所之一般證券交易;或
- 發生屬包銷商控制範圍以外之任何事件或連串事件;

而包銷商合理認為上述情況:

- 會或將會或可能會對本集團之整體業務或財務狀況或供股有重大不利影響;或
- 經已或將會或可能會對供股成功與否或供股股份之認購數量有重大不利影響;或
- 令本公司進行供股變得不可行或不妥;或

(b) 包銷商得悉:

- 任何事情或事件顯示本公司所作出之任何陳述、保證及承諾於作出時在任何方面屬失實或構成誤導或已遭違反;或
- 包銷協議之任何其他訂約方違反彼等各自於包銷協議或購股權承諾項下之任何責任或承諾,

而上述任何情況下,包銷商可向本公司發出通知即時終止包銷協議。

倘若包銷協議由包銷商於最後終止時限或之前終止,或未能成為無條件,則供股將不會進行。倘若包銷商終止包銷協議,本公司將另行發表公佈。

股東及潛在投資者於買賣股份時務須審慎行事。

股份已由二零一三年三月四日(星期一)起按除權基準買賣,未繳股款供股股份則於二零一三年三月二十二日(星期二)至二零一三年三月十九日(星期二)(首尾兩天包括在內)止期間買賣。倘於最後終止時限(或本公司與包銷商可能釐定之較後時間及/或日期)或之前,供股之條件未能達成及/或豁免(如適用),或包銷商終止包銷協議,供股將不會進行。

有意買賣股份或未繳股款供股股份之股東或其他人士須因而承擔供股未能成為無條件或未能落實進行的風險,故建議彼等諮詢自身之專業顧問。

接納及付款手續

閣下如欲接納全部暫定配額及享有權,須將本原有暫定配額通知書整份連同丙欄所示接納時應繳之全部款項,於二零一三年三月二十二日(星期五)下午四時正前送交股份過戶處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。辦妥上述手續即表示已按本暫定配額通知書與供股章程之條款,並在本公司之公司組織章程大綱及細則之規限下接納暫定配額及享有權。所有股款須以港元支付,並以在香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付。所有該等支票及銀行本票須註明抬頭人為「UP ENERGY DEVELOPMENT GROUP LIMITED — Rights Issue Account」,並以「只准入抬頭人賬戶」方式劃線開出。繳款將不會獲發收據。所有關於本暫定配額通知書之查詢應寄予本公司之股份過戶處(地址見上文)。

敬請注意,除非本正式填妥之暫定配額通知書連同丙欄所示之適當股款已如上文所述方式於二零一三年三月二十二日(星期五)下午四時正前由原本獲配發人或任何獲有效承讓供股股份認購權之人士送達,否則閣下之暫定配額及一切有關權利及享有權將視作已被放棄並予以取消。本公司可全權酌情決定暫定配額通知書之有效性,並對自行或由代表遞交表格之人士具約束力(即使該等人士並未依照有關指示填妥表格)。

轉讓

閣下如欲將下述認購根據暫定配額通知書暫定配發予閣下之供股股份之權利全部轉讓他人,則必須填妥及簽署轉讓及提名表格(表格乙),並將本原有暫定配額通知書交予閣下認購權之受讓人或轉讓經手人。受讓人須填妥及簽署登記申請表格(表格丙),並將本暫定配額通知書整份連同丙欄所示須於接納時繳足之款項於二零一三年三月二十二日(星期五)下午四時正前送交股份過戶處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元支付,並以香港持牌銀行戶口開出之支票或香港持牌銀行發出之銀行本票支付,註明抬頭人為「UP ENERGY DEVELOPMENT GROUP LIMITED — Rights Issue Account」並以「只准入抬頭人賬戶」方式劃線開出。敬請留意,就有關供股股份之權利轉讓予受讓人及受讓人接納有關權利時須支付印花稅。

分析認購權

倘閣下僅有意接納或轉讓閣下認購暫定配發之供股股份之部份權利或轉讓閣下之權利予一名以上之人士,則本原有之暫定配額通知書必須於二零一三年三月十四日(星期四)下午四時三十分前,交回股份過戶處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓,以便註銷本原有之暫定配額通知書及按所要求之面額發出新暫定配額通知書,該等新暫定配額通知書可於閣下交回原有之暫定配額通知書後第二個營業日於同一地點領取。

零碎供股股份

本公司將不會發行未繳股款供股股份之零碎配額,而會將該等零碎配額彙集並出售(若扣除開支後可取得溢價),所得款項歸本公司所有。任何未出售之彙集零碎未繳股款供股股份將可供額外申請。

額外供股股份

閣下有權透過額外申請,申請由零碎未繳股款供股股份湊合產生之任何未售出供股股份,以及暫定配發但不獲接納之任何未繳股款供股股份。閣下可填妥額外申請表格及就其申請之額外供股股份另付股款,申請額外供股股份。

倘閣下的股份由代理人公司持有(或由中央結算系統持有)謹請注意,董事會將根據本公司股東名冊視該代理人公司(包括香港中央結算(代理人)有限公司)為單一股東。因此,閣下謹請注意,上述有關分配額外供股股份之安排將不會擴展至實益擁有人。

閣下如欲申請認購暫定配發以外之任何供股股份,則必須依照額外申請表格所載指示填妥及簽署該表格,並最遲於二零一三年三月二十二日(星期五)下午四時正或本公司與包銷商可能協定之較後時間及/或日期,連同就所申請額外供股股份須於申請時另行支付的股款一併交回股份過戶處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元支付,並須以香港持牌銀行的銀行戶口開出的支票或由香港持牌銀行發出的銀行本票支付,註明抬頭人為「UP ENERGY DEVELOPMENT GROUP LIMITED — Excess Application Account」,及以「只准入抬頭人賬戶」劃線方式開出。股份過戶處將通知閣下獲配發的任何額外供股股份。本公司將於二零一三年三月二十七日(星期三)刊發有關供股接納及額外申請結果之公告。

支票及銀行本票

全部支票及銀行本票於接獲後將立即過戶,而有關款項所產生之所有利息將撥歸本公司所有。支票或銀行本票於首次過戶時未能兌現,則任何有關之暫定配額通知書可遭拒絕受理。填妥及交回暫定配額通知書連同支票及/或銀行本票(不論由閣下或任何獲提名受讓人交回),即表示申請人保證該支票或銀行本票於首次過戶時兌現。倘任何支票或銀行本票於首次過戶時未能兌現,則本公司保留拒絕受理任何該等暫定配額通知書之權利,但不影響本公司之其他有關權利。在此情況下,暫定配額通知書所涉及之有關暫定配額及一切權利及享有權將視作已被放棄及予以取消。倘供股之條件達成後,全部或部份不成功額外供股股份之申請(如有)之退款支票須於二零一三年三月二十八日(星期四)或之前以普通郵遞方式按閣下登記地址寄發予閣下或其他有權收取款項之人士,郵誤風險由閣下或上述人士承擔。

股票

預期所有繳足股款供股股份之股票將於二零一三年三月二十八日(星期四)或之前由股份過戶處卓佳秘書商務有限公司以普通郵遞方式寄予已支付並接納供股股份之合資格股東之登記地址,郵誤風險概由彼等承擔。

閣下將就所獲發行之全部供股股份獲發一張股票。

一般事項

將本暫定配額通知書連同(如有關)受讓人簽署之轉讓及提名表格一併交回,即已最終證明交回上述文件之人士有權處理本暫定配額通知書及轉讓及提名表格,並有權收取分拆認購權後之暫定配額通知書及/或供股股份股票。

本暫定配額通知書及任何接納本通知書所載之要約均受香港法例監管,並按其詮釋。

載有供股詳情之供股章程可於正常辦公時間向股份過戶處卓佳秘書商務有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

填妥、簽署及交回本暫定配額通知書隨附之表格,即表示閣下同意向本公司、股份過戶處及/或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納暫定配發之供股股份之人士之任何資料。《個人資料(私隱)條例》賦予證券持有人權利,可確定本公司或過戶登記處是否持有其個人資料,索取有關資料之副本及更正任何不準確之資料。根據《個人資料(私隱)條例》,本公司及股份過戶處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求,應寄往本公司之香港主要營業地點(香港金鐘夏慤道18號海富中心1座27樓2704室)或根據適用法律不時通知之地點並以公司秘書或(視情況而定)股份過戶處(於其上述地址)為收件人。

此致

列位合資格股東 台照

代表
優派能源發展集團有限公司*
主席
秦軍
謹啟

* 僅供識別

IN THE EVENT OF TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購本文件所指之供股股份之權利時，每宗買賣均須繳付從價印花稅。除出售以外，餽贈或轉讓實益權益亦須繳付從價印花稅。在登記轉讓認購本文件所指之任何供股股份之權利前，須出示已繳付從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/their/its rights to subscribe for the Rights Share(s) comprised herein)
(僅供有意轉讓彼/彼等全部認購本表格所列供股股份之權利之合資格股東填寫及簽署)

To: The Directors
Up Energy Development Group Limited

致： 優派能源發展集團有限公司*
列位董事 台照

Dear Sirs,
I/We* hereby transfer all my/our rights to subscribe for the Rights Shares comprised in this Provisional Allotment Letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人/吾等* 謹將本暫定配額通知書所列本人/吾等認購供股股份之全部權利轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of Shareholder(s) (all joint Shareholders must sign)
(股東簽署(所有聯名股東均須簽署))

* Delete as appropriate
* 刪去不適用者

Date _____ 2013

日期：二零一三年 _____ 月 _____ 日

NOTE: Hong Kong stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Share(s).
附註：轉讓認購供股股份之權利須繳付香港印花稅。

Form C
表格丙

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Share(s) has/have been transferred)
(僅供已獲轉讓可認購供股股份權利之人士填寫及簽署)

To: The Directors
Up Energy Development Group Limited

致： 優派能源發展集團有限公司*
列位董事 台照

Dear Sirs,
I/We* request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our* name(s) and I/we* agree to accept the same on the terms set out in this Provisional Allotment Letter and the accompanying Prospectus and subject to the memorandum of association and bye-laws of the Company.

敬啟者：
本人/吾等* 謹請 閣下將表格甲中乙欄所列數目之供股股份登記於本人/吾等*名下，本人/吾等*同意按照本暫定配發通知書及隨附之供股章程所載之條款，並在 貴公司之公司組織章程大綱及細則之規限下接納此等股份。

Existing Shareholder(s)
please mark X in this box
現有股東請在欄內填上「X」號

To be completed in block letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.

請用英文大楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。

For Chinese applicant, please provide your name in both English and Chinese.

中國籍申請人請同時填寫中、英文姓名。

Name of applicant in English 申請人英文姓名	Family name 姓氏	Other name(s) 名字	Name in Chinese 中文姓名
Name(s) of joint applicants in English (if applicable) 聯名申請人姓名(如適用)			
Address in English 英文地址			
Occupation 職業			Tel. No. 電話號碼
Dividend Instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank account no. 銀行賬戶號碼

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicant(s) must sign)
申請人簽署(所有聯名申請人均須簽署)

Date _____ 2013

日期：二零一三年 _____ 月 _____ 日

NOTE: Hong Kong Stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Share(s).
附註：轉讓認購供股股份之權利須繳付香港印花稅。

* Delete as appropriate
* 刪去不適用者

* For identification purposes only
* 僅供識別