

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: 307)

PROXY FORM

Form of Proxy for use by shareholders at the Annual General Meeting of Up Energy Development Group Limited convened to be held at Empire Room I, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on 22 September 2014 at 11:30 a.m.

I/We ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.20 each of in the capital of the Company hereby appoint the chairman of the meeting or ^(Note 3) _____ of _____ as my/our proxy to attend and vote for me/us on my/our behalf as direct below, or if no such indication is given then to vote as my/our proxy thinks fit, at the annual general meeting of the Company (the "Meeting") to be held at Empire Room I, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on 22 September 2014 at 11:30 a.m. or at any adjournment hereof and to vote on my/our behalf as directed below, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting such manner as he/she thinks fit.

Please indicate with "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	to receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor for the year ended 31 March 2014.		
2.	(i) To re-elect Mr. Lien Jown Jing, Vincent as a director of the Company.		
	(ii) To re-elect Dr. Shen Shiao-Ming as a director of the Company.		
	(iii) To re-elect Mr. Wang Chuan as a director of the Company.		
3.	To authorize the board of directors to fix the remuneration of the directors.		
4.	To re-appoint KPMG as independent auditor of the Company and to authorise the board of directors to fix the auditor's remuneration.		
5.	To grant a general mandate to the directors to allot, issue and deal with the Company's shares.		
6.	To grant a general mandate to the directors to repurchase the Company's shares.		
7.	To authorize the directors to extend the general mandate to issue new shares by adding the number of shares repurchased.		
8.	To refresh the scheme limit under the Share Option Scheme.		

Dated this _____ day of _____ 2014

Signature of Shareholder(s) ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** Please indicate by an "✓" in the space provided how you wish your votes to be cast. **IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Without such specific directions the proxy may at his/her discretion vote for or against the resolution or abstain from voting.
- Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- This Form of Proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this Form of Proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this Form of Proxy on behalf of the corporation without further evidence of the facts.
- This Form of Proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch registrar in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of meeting.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the Meeting if you so wish.
- The above resolutions will be put to vote at the meeting by way of poll.

* for identification purpose only