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If you have sold or transferred all your securities in United Energy Group Limited, you should at once hand this circular to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or to the transferee.

UNITED ENERGY GROUP LIMITED
聯合能源集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 467)

PROPOSALS FOR RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES
PROPOSED SHARE PREMIUM REDUCTION
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of United Energy Group Limited to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 29 May 2015 at 10:00 a.m. is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as practicable and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

27 April 2015

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, which to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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DEFINITION

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held on Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 29 May 2015 at 10:00 a.m. or any adjournment thereof
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Company”	United Energy Group Limited, an exempted company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the securities of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Share Premium Reduction”	the proposed reduction of HK\$13,312,565,548.97 standing to the credit of the share premium account of the Company
“Repurchase Code”	Hong Kong Code on Share Repurchases
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the capital of the Company

DEFINITION

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“substantial Shareholder”	has the same meaning as ascribed to it under the Listing Rules
“Takeover Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

UNITED ENERGY GROUP LIMITED
聯合能源集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 467)

Executive Directors:

Zhang Hong Wei (*Chairman*)

Zhu Jun

Zhang Meiying

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent non-executive Directors:

Chau Siu Wai

San Fung

Zhu Chengwu

Principal place of business

in Hong Kong:

Unit 2505, 25/F.,

Two Pacific Place

88 Queensway

Hong Kong

27 April 2015

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES
PROPOSED SHARE PREMIUM REDUCTION
AND
NOTICE OF ANNUAL GENERAL MEETING

I. INTRODUCTION

At the annual general meeting of the Company held on 27 May 2014, general mandates were given to the Directors to exercise the powers of the Company to repurchase and issue Shares. Such mandates will lapse at the conclusion of the Annual General Meeting.

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to, inter alia, (i) the re-election of Directors; (ii) the granting to the Directors of general mandates for the issue and repurchase of Shares up to 20% and 10% respectively of the aggregate nominal amount of the Company's issued share capital as at the date of the passing of the relevant resolutions; and (iii) the Proposed Share Premium Reduction of the Company.

LETTER FROM THE BOARD

II. RE-ELECTION OF DIRECTORS

As at the date of the circular, the Board comprises six Directors, namely Mr. Zhang Hong Wei, Mr. Zhu Jun and Ms. Zhang Meiyang, being the executive Directors, and Mr. Chau Siu Wai, Mr. San Fung and Mr. Zhu Chengwu, being the independent non-executive Directors.

Pursuant to Bye-law 87(1) of the Bye-laws, notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

Pursuant to Bye-law 87(2) of the Bye-laws, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by Directors pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to Bye-law 86(2) of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed to fill a casual vacancy shall hold office only until the next following general meeting and only Director so appointed as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

Pursuant to Bye-laws 87(1) and 87(2) of the Bye-laws, Mr. Zhang Hong Wei and Mr. Chau Siu Wai, shall retire by rotation and each being eligible, will offer himself for re-election at the Annual General Meeting.

Mr. Zhu Chengwu has been serving as an independent non-executive Director for more than nine years. In compliance with Code A.4.3 of the Code on Corporate Governance, Mr. Zhu Chengwu offered himself for re-election at the Annual General Meeting.

The brief biographical details of the retiring Directors are set out in Appendix I to this circular.

LETTER FROM THE BOARD

III. GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES

At the Annual General Meeting, ordinary resolutions will be proposed to renew or grant the general mandates given to the Directors (i) to allot, issue and otherwise deal with securities not exceeding in aggregate 20% (2,613,625,700 shares based on 20% of the issued share capital of the Company as at the Latest Practicable Date) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; (ii) to repurchase securities which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution; and (iii) to add the aggregate amount of the securities repurchased by the Company to the general mandate to the Directors to allot new securities of up to 20% of the issued share capital of the Company as at the date of passing such resolution.

The mandate to issue Shares granted on 27 May 2014 will lapse at the conclusion of the Annual General Meeting. In this regards, resolution will be proposed at the Annual General Meeting to renew the mandate.

The explanatory statement in connection with the proposed general mandate to repurchase securities (the “**Repurchase Mandate**”) is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

IV. PROPOSED SHARE PREMIUM REDUCTION

Reference is made to the announcement of the Company dated 24 April 2015.

The Board intends to put forward for approval by the Shareholders at the Annual General Meeting a proposal to reduce the entire amount standing to the credit of the share premium account of the Company in the sum of HK\$13,312,565,548.97 with the credit arising therefrom to be entirely transferred to the contributed surplus account of the Company.

Reason for the Proposed Share Premium Reduction

The Board considers that the Proposed Share Premium Reduction will give the Company greater flexibility to make distributions to the Shareholders in the future as and when the Board considers appropriate. The Board therefore considers that the Proposed Share Premium Reduction is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Share Premium Reduction

The implementation of the Proposed Share Premium Reduction does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares. Other than the expenses incurred by the

LETTER FROM THE BOARD

Company in relation to the Proposed Share Premium Reduction, the implementation of the Proposed Share Premium Reduction will not, of itself, alter the underlying assets, liabilities, business operations, management or financial position of the Company or affect the interests of the Shareholders as a whole or the share capital of the Company.

Upon completion of the Proposed Share Premium Reduction, the balance of the share premium account of the Company will be reduced by an amount of HK\$13,312,565,548.97 and the balance will become nil (assuming the balance of the share premium account of the Company will not change from that as at the Latest Practicable Date).

Conditions of the Proposed Share Premium Reduction

The Proposed Share Premium Reduction will be conditional upon:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Share Premium Reduction at the Annual General Meeting; and
- (b) compliance with Section 46(2) of the Companies Act 1981 of Bermuda (as amended), including (a) publication of a notice in relation to the Proposed Share Premium Reduction in an appointed newspaper in Bermuda on a date not more than thirty days and not less than fifteen days before the Effective Date; and (b) the Board being satisfied that on the Effective Date, there are no reasonable grounds for believing the Company is, or after the Proposed Share Premium Reduction would be, unable to pay its liabilities as they become due.

Assuming that the above conditions are fulfilled, it is expected that the Proposed Share Premium Reduction will become effective on the date of the Annual General Meeting, at which the relevant special resolution approving the Proposed Share Premium Reduction will be considered and, if thought fit, passed by the Shareholders.

V. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 13 to 17 of this circular. At the Annual General Meeting, in addition to the ordinary business of the Meeting, resolutions will be proposed to approve the re-election of Directors, the general mandates for the issue and repurchase by the Company of its own shares and the proposed Share Premium Reduction.

A form of proxy for use at the Annual General Meetings is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road

LETTER FROM THE BOARD

East, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Bye-law 66 of the Bye-laws, a resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded as stated in Bye-law 66 of the Bye-laws. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Bye-law 66 of the Bye-laws.

VI. RECOMMENDATION

The Board considers that all the proposed resolutions in relation to (i) re-election of Directors, (ii) the general mandate to issue new shares, (iii) Repurchase Mandate and (iv) the Proposed Share Premium Reduction to be put forward at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
For and on behalf of
UNITED ENERGY GROUP LIMITED
ZHANG Hong Wei
Chairman

This biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Zhang Hong Wei, aged 60, joined the Company on 27 February 1998. Mr. Zhang is the Chairman of the Group. Mr. Zhang is also the chairman and president of Orient Group Inc. Mr. Zhang is also the Deputy Chairman of China Minsheng Banking Corporation Ltd., a joint-stock bank listed on the Shanghai Exchange and on the Stock Exchange of Hong Kong Limited. He has 30 more years of experience in management in the PRC. As at the date of this report, Mr. Zhang is beneficially interested in 9,377,150,115 shares of the Company, representing approximately 71.76% of the existing issued share capital of the Company, and is the controlling shareholder of the Company.

There is no service contract entered into between the Company and Mr. Zhang and he is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws of the Company. He is currently entitled to remuneration and benefits in kind totaling HK\$4,890,000 per annum which is determined by reference to his duties and responsibilities in the Company and the remuneration policy of the Company.

Mr. Zhang is the father of Ms. Zhang Meiyang, an executive Director of the Company. Save as disclosed above, Mr. Zhang confirms that she has not held any directorship in any company listed on the Stock Exchange or other stock exchanges in the last three years and do not has any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, save as disclosed above, Ms. Zhang does not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated companies within the meaning of Part XV of the SFO.

Mr. Chau Siu Wai, aged 45, joined the Company on 9 November 2004 as an independent non-executive Director. Mr. Chau is a university graduate with a bachelor degree in law. He further obtained a master degree in business administration from Murdoch University in Australia. Mr. Chau has over 11 years of experience in financial reporting and investment analysis and is now a duty president of an investment company.

There is no service contract entered into between the Company and Mr. Chau and he is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws of the Company. The director's fee for Mr. Chau as the independent non-executive Director is HK\$120,000 per annum which is determined with reference to his duties and responsibilities in the Company and the remuneration policy of the Company.

Save as disclosed above, Mr. Chau confirms that he has not held any directorship in any company listed on the Stock Exchange or other stock exchanges in the last three years and do not has any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chau has never held any position with the Company or its subsidiaries and he does not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated companies within the meaning of Part XV of the SFO.

Mr. Zhu Chengwu, aged 45, joined the Company on 5 December 2005 is an independent non-executive Director. He is currently the chief financial officer of the Shanghai head office of Everbright Securities Company Limited. After graduation from the Lanzhou Commercial College with a bachelor degree in finance, Mr. Zhu Chengwu had held senior financial positions in several PRC companies including Shenzhen Techo Telecom Co., Ltd. (“Shenzhen Techo”), a PRC company whose shares are listed on the Shenzhen Stock Exchange. Mr. Zhu Chengwu was the director and had assumed the role of the chief financial officer of Shenzhen Techo. Through his past experience, in particular, as the director of Shenzhen Techo, Mr. Zhu Chengwu has gained much experience in (a) preparing and conducting review and internal audit of financial statements and reports; and (b) internal control and procedures for financial reporting in respect of public companies and possesses such knowledge, experience and expertise of an independent non-executive director as required under Rule 3.10(2) of the Listing Rules. Mr. Zhu Chengwu acquired the intermediate-level accountant certificate jointly issued by the Ministry of Finance and the Ministry of Personnel of the People’s Republic of China on 30 May 2000. Mr. Zhu Chengwu is considered to be an independent non-executive director under Rule 3.13 of the Listing Rules. Although Mr. Zhu has served the Company as independent non-executive Director for more than nine years, Mr. Zhu meets the independent guidelines set out in Rule 3.13 of the Listing Rules, and the Board is of the view that his independence is not affected by his long service with the Company. Hence, the Board considered Mr. Zhu as independent and should be re-elected at the Annual General Meeting.

There is no service contract entered into between the Company and Mr. Zhu and he is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company’s Annual General Meeting in accordance with the Bye-laws of the Company. The director’s fee for Mr. Zhu as the independent non-executive Director is HK\$120,000 per annum which is determined with reference to his duties and responsibilities in the Company and the remuneration policy of the Company.

Save as disclosed above, Mr. Zhu confirms that he has not held any directorship in any company listed on the Stock Exchange or other stock exchanges in the last three years and do not has any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Zhu has never held any position with the Company or its subsidiaries and he does not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated companies within the meaning of Part XV of the SFO.

The above Directors confirm that there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 13,068,128,502 Shares.

Subject to the passing of the resolution granting the proposed mandate to repurchase securities and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 1,306,812,850 Shares, representing 10% of the issued share capital of the Company at the Latest Practicable Date, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its securities on the Stock Exchange. The Repurchase Mandate, once approved, would give the Company the flexibilities to undertake the buy-back of the Shares at any time, subject to market conditions, during the period when the Mandate is in force. Further, among others, Shares repurchase provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. The Directors believe the Share repurchase may help to mitigate against short term volatility of share price and offset the effects of short term speculation. Such repurchases may, depending on market conditions and funding arrangements at the time, enhance the net assets value of the Company and/or earnings per Share and the repurchase will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares of the Company and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. As compared with the financial position of the Company as at 31 December 2014, being the date of its latest published audited accounts, the Directors consider that if the Repurchase Mandate were to be exercised in full during the proposed repurchase period, there will be a material adverse impact on the working capital position and gearing level of the Company. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level as compared with the position disclosed in the latest published audited accounts of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Bye-laws and the applicable laws in Hong Kong and Bermuda. Such funds include, but are not limited to, profits available for distribution.

EFFECT OF THE TAKEOVERS CODE AND REPURCHASE CODE

Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company pursuant to Section 336 of the SFO, the following substantial shareholders were interested in 5% or more of the issued share capital of the Company:

Name	Number of Shares held	Approximately % of shareholding as at the Latest Practicable Date (%)	Approximate % of shareholding if Repurchase Mandate is exercised in full (%)
He Fu International Limited <i>(Note)</i>	5,328,879,125	40.78	45.31
United Petroleum & Natural Gas Holdings Limited <i>(Note)</i>	2,223,726,708	17.02	18.91
United Energy Holdings Limited <i>(Note)</i>	1,824,544,282	13.96	15.51

Note: These companies are wholly-owned by Mr. Zhang Hong Wei.

In the event that the Repurchase Mandate is exercised in full, the shareholding of these companies which are wholly-owned by Mr. Zhang Hong Wei in the Company will increase from 71.76% to 79.73%, the Directors consider that such increase will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would make the public float of the Shares be less than 25%.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

PRICE OF THE SHARES

The following table shows the highest and lowest closing prices at which the Shares have been traded on the Stock Exchange in each of the past twelve months:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	1.28	1.18
May	1.21	1.16
June	1.18	1.15
July	1.16	1.14
August	1.16	1.10
September	1.15	1.10
October	1.20	1.05
November	1.16	1.13
December	1.15	1.10
2015		
January	1.12	1.10
February	1.11	1.08
March	1.11	1.08
April (up to the Latest Practicable Date)	1.20	1.07

REPURCHASE OF SHARES

No Shares of the Company have been repurchased by the Company or any of its subsidiaries during the 6 months immediately preceding the Latest Practicable Date.

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their associates have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is exercised by the Company.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase Shares in accordance with the Listing Rules and applicable laws of Hong Kong and Bermuda.

UNITED ENERGY GROUP LIMITED
聯合能源集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 467)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of United Energy Group Limited (the “**Company**”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 29 May 2015 at 10:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2014.
2. To re-elect Mr. Zhang Hong Wei, a retiring executive director, as executive director.
3. To re-elect Mr. Chau Siu Wai, a retiring independent non-executive director, as independent non-executive director.
4. To re-elect Mr. Zhu Chengwu, a retiring independent non-executive director, as independent non-executive director.
5. To authorize the board of directors of the Company to fix the remuneration of the directors.
6. To appoint auditors of the Company and authorize the directors to fix their remuneration.

As Special Business

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

(A) “**THAT:**

- (a) subject to paragraph (A)(c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval given in paragraph (A)(a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (A)(a) of this Resolution, otherwise than pursuant to:
 - (i) a Right Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the bye-laws of the Company from time to time,shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly;
- (d) for the purpose of this Resolution (A), "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this Resolution (A) by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting; and

“Right Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “THAT:

- (a) subject to paragraph (B)(b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance all applicable laws and regulations and the bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (B)(a) of this Resolution (B) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the approval granted under paragraph (B)(a) of this Resolution (B) shall be limited accordingly;
- (c) for the purpose of this Resolution (B):

“Relevant Period” means the period from the passing of this Resolution (B) until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution (B) by an ordinary resolution of the Shareholders in general meeting.”
- (C) “**THAT** conditional upon the passing of Resolution 7(A) and 7(B), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution 7(A) as set out in the notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 7(B) as set out in the notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of such securities of the Company in issue at the date of the passing of this Resolution.”

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT:**

- (a) conditional upon compliance by the Company with all statutory requirements under section 46(2) of the Companies Act 1981 of Bermuda (as amended), and with effect from the day of passing this resolution, the share premium account of the Company be reduced by the amount of HK\$13,312,565,548.97, with the credit arising therefrom being credited to the contributed surplus account of the Company (“**Share Premium Reduction**”) and the Directors be and are hereby authorized to apply the amount standing to the credit of the contributed surplus account of the Company in accordance with the bye-laws of the Company and all applicable laws; and

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- (b) the directors of the Company be and are hereby authorized generally to do all such acts and things which they may in their absolute discretion consider appropriate, necessary or desirable to implement and/or give effect to the Share Premium Reduction and the application of the credit which will be released thereby.”

By Order of the Board
Zhang Hong Wei
Chairman

Hong Kong, 27 April 2015

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is 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 of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the Annual General Meeting is enclosed.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shall be accepted to the exclusion of the votes of the other joint holders.

As at the date hereof, the Board of Director comprises three executive directors, namely Mr. Zhang Hong Wei, Mr. Zhu Jun and Ms. Zhang Meiyang, and three independent non-executive directors, Mr. Chau Siu Wai, Mr. San Fung and Mr. Zhu Chengwu.