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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 OF ANNUAL GENERAL MEETING

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;

- (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;
 - (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;
- (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
- (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 Meiyong, and three independent non-executive directors, Mr. Chau Siu Wai, Mr. San Fung and Mr. Zhu Chengwu.