

# 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)

### Form of proxy for annual general meeting (or any adjournment thereof)

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of  
United Energy Group Limited (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_

or failing who, the Chairman of the Meeting as my/our proxy to act for me/us and on my/our behalf at the Meeting 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. for the purpose of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the Notice convening the Meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, and if no indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors for the period ended 31 December 2014.		
2.	To re-elect Mr. Zhang Hong Wei as an executive director.		
3.	To re-elect Mr. Chau Siu Wai as an independent non-executive director.		
4.	To re-elect Mr. Zhu Chengwu as an independent non-executive director.		
5.	To authorise the Board of Directors to fix the remuneration of the directors.		
6.	To authorise the directors to appoint the auditors and fix their remuneration.		
7.	a. To grant unconditional mandate to the directors to issue and allot shares.		
	b. To grant unconditional mandate to the directors to repurchase shares.		
	c. To grant unconditional mandate to the directors to exercise the powers to allot, issue and deal with shares by the number of shares repurchased.		
SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
8.	To approve the reduction of share premium of the Company.		

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**.
- 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).
- Please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.** A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, on a poll, to vote instead of him. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick the boxes will entitle your proxy to cast your votes at his discretion or abstain from the relevant resolutions. Your proxy will also be entitled to vote at his discretion or abstain from any other resolutions properly put to the Meeting other than that referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. If in default the proxy shall not be treated as valid.
- Where there are joint registered holders of any share of the Company, any one of such joint holders may vote at the Meeting either personally 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 are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such share.
- Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.