

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/10/2018</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Up Energy Development Group Limited
Date Submitted	2/11/2018

I. Movements in Authorised Share Capital

1. Ordina	ry Shares

(1) Stock code : <u>307</u> Descrip	tion : <u>UP ENE</u>	RGY DEV	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	20,000,000,000	HK\$0.20	HK\$4,000,000,000.00
Increase/(decrease)			
Balance at close of the month	20,000,000,000	HK\$0.20	HK\$4,000,000,000.00
(2) Stock code : <u>N/A</u> Descrip	tion :	N/	/A
(2) Stock code : <u>N/A</u> Descrip	tion : No. of ordinary shares	N/ Par value (State currency)	Authorised share capital (State currency)
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary	Par value (State	Authorised share capital
	No. of ordinary	Par value (State	Authorised share capital

2. Preference Shares

Stock code :	N/A	Descrip	otion :	Convertible Preference Shares			
			No. of preference shares		Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month			2,000,000,000		HK\$0.02	HK\$40,000,000.00	
Increase/(decrease))		NI	L		NIL	
Balance at close of	the month		2,000,0	00,000	HK\$0.02	HK\$40,000,000.00	

3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip		tion :	N/A		
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of pro	eceding n	nonth			
Increase/(decrease)					
Balance at close of the	e month			·	

Total authorised share capital at the end of the month (*State currency*):

HK\$4,040,000,000.00

II. Movements in Issued Share Capital

(1)	(2)	No of preference shares	classes of shares
4.538.515.411	N/A	NIL	N/A
.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			1011
N/A	N/A	NIL	N/A
4,538,515,411	N/A	NIL	N/A
	4,538,515,411 N/A 4,538,515,411	N/A N/A	N/A N/A NIL

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement dur	ing the month		thereto	as at close of the
(dd/mm/yyyy) and -					-	month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme						
(19/09/2012)						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	NIL
(Note 1)						
(
2. N/A						
shares			·			
(Note 1)						
			Total A. (Ordi			
			(Prefer	ence shares)	N/A	
			((Other class)	N/A	
Total funds raised dur	ing the month	1 from exercise of	of			
options (State currenc			NIL			

Warrants to Issue Shares of the Iss	suer which are to	o be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2.)				
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Tot		nary shares)	N/A	
			· · · · · · · · · · · · · · · · · · ·	ence shares) Other class)	N/A N/A	-
			(· · · · ·		-

Convertibles (i.e. Conv	ertible into Shar	res of the Issuer whic	th are to be Listed)			
Class and description	Currency of amount outstanding	preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Tranche AA	HK\$	HK\$1,336,500,000.00	Nil	HK\$1,336,500,000.00	Nil	1,792,756,540
Convertible Note due						
December 2018						
					;	
Stock code (if listed)	N/A					
Class of shares		1				
issuable (Note 1)	Ordinary S					
Subscription price SGM approval date	HK\$0.74	FJJ				
(if applicable)						
(dd/mm/yyyy))	(13/02/20)15)				
	(-)				
2. Tranche BB	HK\$	HK\$1,831,867,787.00	Nil	HK\$1,831,867,787.00	Nil	2,457,233,785
Convertible Note due						
December 2018						
Stock code (if listed)	N/A		<u>.</u>			
Class of shares	10/21					
issuable (Note 1)	Ordinary S	hares				
Subscription price	HK\$0.74					
SGM approval date						
(if applicable)						
(dd/mm/yyyy)	(13/02/20	015)				
3. N/A						
5.10/1						
Stock code (if listed)		-	-			
Class of shares						
issuable (Note 1)						
Subscription price						
	(/ /)				
4. N/A						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
SGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
			Total C (Ordinary shares)	N/A	
				eference shares)		
			((Other class)	N/A	
				·		

Any other Agreements or Arrangements to Issue Shares of the Issuer than under Share Option Schemes)	which are to be Listed, inclu	iding Options (other
Full particulars including AGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>		
	-	
(/ /) shares (Note 1)	N/A	N/A
2. <u>N/A</u>		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares) (Preference shares)	N/A N/A	
(Other class)	N/A	

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable				
			~	(Note 1)		`		
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(dd/hin/yyyy)			<u>N/A</u>	<u>N/A</u>
				Class of shares issuable <i>(Note 1)</i>				
2.	Open offer	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(dd/hin/yyyy)			N/A	<u>N/A</u>
				Class of shares issuable <i>(Note 1)</i>				
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
				Class of shares issuable				
				(Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable				
5.	Scrip dividend	At price : State	(Note 1) Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Class of shares issuable (Note 1)				
9. Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	EGM approval date: (dd/mm/yyyy)	(/ /)		
				N/A	N/A
	Class of shares issuable (Note 1)				
10. Other	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	AGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A
		rdinary sh ference sh (Other c	ares)	N/A	
Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):		(1)	N/A		
			(2)	N/A	
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):			N/A		
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):			N/A		

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):
Submitted by: Tricor Secretaries Limited
Title: Hong Kong Branch Share Registrar (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.