

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	-	28/02/2019		
To : Hong Kong Exchanges	and Clearir	ng Limited		
Name of Issuer Date Submitted	Up Energy 05/03/201	y Development Grou 9	up Limited	
I. Movements in Authorised	Share Cap	ital		
1. Ordinary Shares				
(1) Stock code :307	Descrip	otion :	UP ENER	RGY DEV
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of precedir	ng month	20,000,000,000	HK\$0.20	HK\$4,000,000,000.00
Increase/(decrease)				
Balance at close of the mon	th	20,000,000,000	HK\$0.20	HK\$4,000,000,000.00
(2) Stock code : N/A	Descrip	otion :	N/	A
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of precedir	ng month			
Increase/(decrease)				
Balance at close of the mon	th			

2. Preference Shares			
Stock code :N/ADescrip	tion : <u>Co</u>	onvertible Pref	erence 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)	NIL	_	NIL
Balance at close of the month	2,000,000,000	HK\$0.02	HK\$40,000,000.00
3. Other Classes of Shares			
Stock code : N/A Descrip	tion :	N/A	Α
Stock code : N/A Descrip	No. of other classes of shares	N/. Par value (State currency)	A Authorised share capital (State currency)
Stock code : N/A Descrip Balance at close of preceding month	No. of other classes of	Par value (State	Authorised share capital
	No. of other classes of	Par value (State	Authorised share capital
Balance at close of preceding month	No. of other classes of	Par value (State	Authorised share capital

II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	4,538,515,411	N/A	NIL	N/A
Increase/ (decrease) during the month	N/A	N/A	NIL_	N/A
Balance at close of the month	4,538,515,411	N/A	NIL	N/A

III. Details of Movements in Issued Share Capital

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

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	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
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>2.</u>						
(/ /) 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)	(/ /)				
		Total	B. (Ordin	nary shares)	N/A	
		13141	(Prefere	nce shares) Other class)	N/A N/A	- -

Convertibles (i.e. Convertible	into Shares of	the Issuer wh	ich are to be List	ed)		
Class and description	Currency of amount outstanding	Amount a close of preceding month	Converted	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. N/A	<u></u>					
	<u></u>					
	<u> </u>					
Charles and a (if linter d)			<u> </u>			
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy))	(/ /)					
2. N/A	(/ /	<u> </u>				
2. 14/7	<u> </u>					
-						
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)	<u> </u>				
3. N/A						
	<u> </u>					
-						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
4. N/A						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	(
(dd/mm/yyyy)	(/ /	<u>'</u>	Total C. (Ordina	arv shares)	N/A	
				ice shares)	N/A	_
				ther class)	N/A	<u> </u>

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Opu	ons (other than under Share Option Schemes)		
Ful if a	l particulars including EGM approval date (dd/mm/yyyy), pplicable, 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.	N/A		
•			
	shares (Note 1)	N/A	N/A
,		-	· ·
2	N/A		
	14//		
	shares (Note 1)		
	Shares (Note 1)		
3	N/A		
0.	14//		
	shares (Note 1)		
	Shales (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A N/A	
	(Other class)	N/A	

shares of shares of issuer issuer which issued may be during the issued month pursuant thereto as a	Ot	her Movements	in Issued Sha	are Capital					
Class of shares State State State State State State State Class of shares State		Type of Issue						issuer issued during the month pursuant	issuer which may be issued pursuant thereto as at close of the
State State Currency State State		Type of Issue							monar
At price : currency date : (dd/mm/yyyy)							_		
Class of shares	1.	Rights issue	At price :			(/ /)		
Class of shares					EGM approval date: (dd/mm/yyyy)	(/ /)		
State					, , , , , , , , , , , , , , , , , , , ,			<u>N/A</u>	N/A
2. Open offer At price: State currency									
Class of shares N/A N/A				State	, ,	(١		
Class of shares	2.	Open offer	At price :				,		
Class of shares						(/ /)		
issuable (Note 1) 3. Placing At price : State currency Issue and allotment (/ /) date : (dd/mm/yyyy)								N/A	<u>N/A_</u>
3. Placing At price : State Issue and allotment (/ /) date : (dd/mm/yyyy)							_		
Class of shares Issue and allotment (/ /) date : (dd/mm/yyyy) N/A		D		State		(/ /)		
Class of shares issuable (Note 1) 4. Bonus issue Sue and allotment (/ /) date : (dd/mm/yyyy)	3.	Placing	At price :	currency	date : (dd/mm/yyyy)		,		
Class of shares issuable (Note 1) 4. Bonus issue Sue and allotment (/ /)						(/ /)		
issuable (Note 1) 4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)					(<u>N/A</u>	N/A
issuable (Note 1) 4. Bonus issue Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)					Olara of shares				
date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)							_		
(dd/mm/yyyy)	4.	Bonus issue				(/ /)		
<u>N/A</u> <u>N/A</u>					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					
5.	Scrip dividend	At price :	State	issuable (Note 1) Issue and allotment	(/	1)		
0.	Comp dividend	7 tt phico .	currency——	date : (dd/mm/yyyy) EGM approval date:	(/	1)		
				(dd/mm/yyyy)			ŕ	N/A	N/A
				Class of shares repurchased (Note 1)		- :			
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/	1)		
				EGM approval date: (dd/mm/yyyy)	(/	1)	N/A	N/A
				Class of shares redeemed (Note 1)					
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/	/)		
					(/	/)		
				(44				N/A	N/A
				Class of shares issuable (Note 1)					
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/	1)		
				EGM approval date: (dd/mm/yyyy)	(/	1)		
				(35,)				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 sharesissuable (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 (Please specify) At price : State currency	Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
	Total E. (Ordinary share (Preference share (Other clas	s) N/A	_
Total increase / (decrease) in ordinary shares du	uring the month (i.e. Total of A to F).	(1)	
Total morodoc / (doctodoc) in ordinary strates du		(2)	N/A N/A
Total increase / (decrease) in preference shares			N/A
Total increase / (decrease) in other classes of sh E):	nares during the month (i.e. Total of A to	0	N/A
(These figures should be the same as the releval Capital").)	ant figures under II above ("Movements	s in Issued Si	

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled:
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):
Submitted by: CHI Man Hoi
Title: Authorised Officer
(Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.