

For the month ended

Monthly Return of Equity Issuer on Movements in Securities

| (aa/mm/yyyy) : | - | 31/10/2019 | | |
|----------------------------------|---------------|--|----------------------------------|---|
| To : Hong Kong Exchanges | s and Clearir | ng Limited | | |
| Name of Issuer Date Submitted | | y Development Grou ted in Bermuda with 9 | | ity) |
| I. Movements in Authorised | d Share Cap | ital | | |
| 1. Ordinary Shares | | | | |
| (1) Stock code : <u>307</u> | Descrip | otion : | UP ENER | RGY DEV |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preced | ing month | 20,000,000,000 | HK\$0.20 | HK\$4,000,000,000.00 |
| Increase/(decrease) | | | | |
| Balance at close of the mo | nth | 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 preced | ing month | | | |
| Increase/(decrease) | | | | |
| Balance at close of the mo | nth | | | |

| 2. Preference Shares | | | |
|--|--------------------------------|----------------------------------|---|
| Stock code : N/A Descrip | tion : Co | nvertible 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 | 4 |
| | No. of other classes of shares | N/. Par value (State currency) | Authorised share capital (State currency) |
| | No. of other classes of shares | Par value <i>(State</i> | Authorised share capital |
| Stock code : N/A Descrip | No. of other classes of shares | Par value <i>(State</i> | Authorised share capital |
| Stock code : N/A Descript Balance at close of preceding month _ | No. of other classes of shares | Par value <i>(State</i> | Authorised share capital |

II. Movements in Issued Share Capital

| | No. of ordir | 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

| 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) | (/ / |) | | | | |
| | | | | | | |
| 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 | | nary shares) | N/A | _ |
| | | | | nce shares) Other class) | N/A N/A | _ |

| Convertibles (i.e. Convertible | into Shares of t | the Issuer wh | nich are to be Liste | 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> | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A | (/ /) | | | | | |
| | _ | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 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) | (/ /) | | | | | |
| (| | | Total C. (Ordina | ary shares) | N/A | _ |
| | | | (Preferen | ce shares) | N/A | - - |
| | | | (O | 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)

| 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 |
|--|---|
| | |
| _ | |
| | |
| N/A | N/A |
| | |
| | |
| | |
| | . . |
| | |
| | |
| | |
| | |
| | |
| | - |
| | = |
| IN/A | _ |
| | of issuer issued during the month pursuant thereto |

| Ot | her Movements | in Issued Sha | are Capital | | | | | |
|----|---------------|---------------|-----------------------|--|-------|---|---|---|
| | Tuna of lague | | | | | | 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 |
| | Type of Issue | | | | | | | monai |
| | | | | 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) | (/ / |) | | |
| | | | | , ,,,,, | | | <u>N/A</u> | N/A |
| | | | | Class of shares issuable (Note 1) | | | | |
| 2. | Open offer | At price : | State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | (33) | | | N/A | N/A |
| | | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : | State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | (dd/iiiii/yyyy) | | | N/A | N/A |
| | | | | 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 (Note 1) | (| \ | | |
| 5. | Scrip dividend | At price : | State currency ——— | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N1/A | N1/A |
| | | | | | | | N/A | N/A |
| | | | | Class of shares repurchased (Note 1) | | | | |
| 6. | Repurchase of shares | | | Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | N/A | N/A |
| | | | | Class of shares redeemed (Note 1) | | | | |
| 7. | Redemption of shares | | | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | (dd/iiiii)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 sharesissuable (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 shar (Preference shar (Other cla | es) N/A | |
| | | | |
| Total increase / (decrease) in ordinary shares dur | ring the month (i.e. Total of A to E): | (1) | N/A |
| | | (2) | N/A |
| Total increase / (decrease) in other classes of shares | , | | N/A |
| Total increase / (decrease) in other classes of shall E): | · · | | N/A |
| (These figures should be the same as the relevan Capital").) | nt figures under II above ("Movemen | ts in Issued S | hare |

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.