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UP ENERGY
Up Energy Development Group Limited
優派能源發展集團有限公司*
(In Provisional Liquidation (For Restructuring Purposes))
(Incorporated in Bermuda with limited liability)
(Stock code: 307)

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 25 JANUARY 2021;
(2) GRANT OF WHITEWASH WAIVER; AND
(3) CONSENT TO SPECIAL DEAL**

References are made to the circular (the “**Circular**”) of Up Energy Development Group Limited (In Provisional Liquidation (For Restructuring Purposes)) (the “**Company**”) and the Notice of Special General Meeting (the “**Notice**”) both dated 31 December 2020 in relation to, among other things, the transactions contemplated under the Creditors’ Scheme, the Reduction in Authorised Share Capital, the Placing Agreement and the transactions contemplated thereunder, the Whitewash Waiver and the Special Deal. Capitalised terms used in this announcement shall bear the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE SPECIAL GENERAL MEETING

At the special general meeting of the Company held on 25 January 2021 (the “**SGM**”), voting on the proposed resolutions of members as set out in the Notice was taken by poll.

Tricor Secretaries Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

As at the date of the SGM, the total number of Shares in issue was 4,538,515,411 Shares. As disclosed in the Circular, Up Energy Group and the parties acting in concert with it, Exploratory Capital Limited, Bank of Communications Trustee Limited, Mr. Zhang Li, Ms. Chen Wan, Asia Light Enterprises Limited, Ms. Ma Hiu Ngai, Mr. Pan Li Hui, Capital Sunlight Limited and potentially Hao Tian Group, are interested in a total of 2,158,363,917 Shares representing approximately 47.56% of the total issued share capital of the Company and were required to abstain from voting in respect of the relevant resolutions at the SGM. Therefore, the total number of Shares entitling the Independent Shareholders to attend and

vote on the resolutions at the SGM was 2,380,151,494 Shares. The Independent Shareholders (in person or by proxy) holding an aggregate of 427,164,090 Shares were present at the SGM.

Save as disclosed above, (i) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the resolutions at the SGM; (ii) there were no Shares entitling the holder to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules; and (iii) no Shareholder was required to abstain from voting at the SGM under the Listing Rules. There was no restriction on any Shareholders casting votes on the resolutions at the SGM.

The poll results in respect of the resolutions put to the vote at the SGM were as follows:

Ordinary Resolutions		Number of Shares	
		<i>(Approximate percentage)</i>	
		For	Against
1.	To approve the Reduction in Authorised Share Capital	388,404,090 (90.93%)	38,760,000 (9.07%)
2.	(a) To approve all transactions contemplated under the Creditors' Scheme	388,404,090 (90.93%)	38,760,000 (9.07%)
	(b) To grant a specific mandate to the Directors to allot and issue the New Shares	387,984,090 (90.83%)	39,180,000 (9.17%)
3.	(a) To approve Placing Agreement and all transactions contemplated thereunder	387,984,090 (90.83%)	39,180,000 (9.17%)
	(b) To grant a specific mandate to the Directors to allot and issue the Placing Shares	387,984,090 (90.83%)	39,180,000 (9.17%)
4.	To approve the Special Deal	388,404,090 (90.93%)	38,760,000 (9.07%)

Special Resolution		Number of Shares	
		<i>(Approximate percentage)</i>	
		For	Against
5.	To approve the Whitewash Waiver	387,984,090 (90.83%)	39,180,000 (9.17%)

Note: The full text of all the resolutions was set out in the Notice.

As more than 50% of the votes were cast in favour of the ordinary resolutions numbered 1 to 4, they were duly passed as ordinary resolutions of the Company

As more than 75% of the votes were cast in favour of the special resolution numbered 5, it was duly passed as a special resolution of the Company.

GRANT OF WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 21 January 2021, subject to the fulfilment of the conditions set out therein.

CONSENT TO SPECIAL DEAL

The Executive granted the consent for the Special Deal on 21 January 2021, subject to the fulfilment of the condition set out therein. The aforesaid condition has been fulfilled as at the date of this announcement.

GENERAL

The Scheme will become effective when (i) it is sanctioned by the Hong Kong Court; (ii) trading of shares of the Company is resumed; (iii) a copy of the order of the Bermuda Court sanctioning the Scheme is delivered to the Registrar of Companies in Bermuda for registration; and (iv) a copy of the order of the Hong Kong Court sanctioning the Scheme is delivered to the Registrar of Companies in Hong Kong for registration. If the Scheme does not become effective by such date as the Courts may direct, the Scheme will lapse. The Shareholders will be advised by an announcement of the exact date upon which the Scheme becomes effective.

EFFECTS ON THE SHAREHOLDING STRUCTURE WHEN THE SCHEME BECOME EFFECTIVE

As set out in the Circular, the following table sets out the effects on the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after issuing and allotment of Scheme Shares (assuming no contingent claims admitted under the Scheme); (iii) immediately after issuing and allotment of Scheme Shares (assuming all contingent claims admitted under the Scheme); (iv) immediately after issuing and allotment of Scheme Shares and Bonus Shares (assuming all contingent claims admitted under the Scheme); and (v) immediately after issuing and allotment of Scheme Shares and Bonus Shares and the completion of placing of new Shares (assuming all contingent claims admitted under the Scheme):

Shareholders	As at the date of this announcement		Immediately after issuing and allotment of Scheme Shares (assuming no contingent claims admitted under the Scheme)		Immediately after issuing and allotment of Scheme Shares (assuming all contingent claims admitted under the Scheme)		Immediately after issuing and allotment of Scheme Shares and Bonus Shares (assuming all contingent claims admitted under the Scheme)		Immediately after issuing and allotment of Scheme Shares and Bonus Shares and the completion of placing of new Shares (assuming all contingent claims admitted under the Scheme)	
	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %
Creditors										
Up Energy Group and parties acting in concert with it (including the Receivers and a Director) (Note 1)	1,377,073,492	30.34	19,805,644,457	50.32	19,805,644,457	38.73	19,805,644,457	38.29	19,805,644,457	36.87
Hao Tian Group (Note 2)	371,500,000	8.19	371,500,000	0.94	5,797,856,590	11.34	5,797,856,590	11.21	5,797,856,590	10.79
Exploratory Capital Limited (Note 3)	300,000,000	6.61	311,248,063	0.79	311,248,063	0.61	311,248,063	0.60	311,248,063	0.58
Bank of Communications Trustee Limited (Note 4)	62,134,000	1.37	64,808,419	0.16	64,808,419	0.13	64,808,419	0.13	64,808,419	0.12
Asia Light Enterprises Limited (Note 5)	20,000,000	0.44	402,264,446	1.02	402,264,446	0.79	402,264,446	0.78	402,264,446	0.75
Ms. Ma Hiu Ngai (Note 6)	2,000,000	0.04	59,270,310	0.15	59,270,310	0.12	59,270,310	0.11	59,270,310	0.11
Capital Sunlight Limited (Note 7)	1,556,425	0.03	4,533,472,733	11.52	4,533,472,733	8.87	4,533,472,733	8.77	4,533,472,733	8.44
Holders of Bonus Shares (Note 8 and 9)	-	-	-	-	-	-	581,395,350	1.12	581,395,350	1.08
Other Directors (except a Director who is acting in concert with Up Energy Group) (Note 10)	24,100,000	0.53	42,017,252	0.11	42,017,252	0.08	42,017,252	0.08	42,017,252	0.08
Other Creditors (Note 11)	-	-	11,391,474,838	28.94	17,742,153,492	34.69	17,742,153,492	34.30	17,742,153,492	33.03
Places	-	-	-	-	-	-	-	-	2,000,000,000	3.72
Other public Shareholders	2,380,151,494	52.44	2,380,151,494	6.05	2,380,151,494	4.65	2,380,151,494	4.60	2,380,151,494	4.43
Total	4,538,515,411	100.00	39,361,852,012	100.00	51,138,887,256	100.00	51,720,282,606	100.00	53,720,282,606	100.00

*The percentages above are subject to rounding error.

Note

- Messrs Lai Kar Yan, Yeung Lui Ming and Ho Kwok Leung Glen, all of Deloitte Touche Tohmatsu, have been appointed as joint and several receivers (the “**Receivers**”) over, amongst others, 1,331,051,890 issued shares of the Company and the Convertible Notes issued by the Company in the face value of HK\$2,189,250,000 (collectively known as the “Charged Assets”) by China Minsheng Bank Corp. Ltd. Hong Kong Branch acting in its capacity as a secured lender with first fixed charge over the Charged Assets. Mr. Wang Chuan, a Director of the Company, is the brother of Ms. Wang Jue, who is one of the beneficiaries of the J&J Trust of which indirectly holds 100% interest in Up Energy Group. Mr. Wang Chuan is not a shareholder of the Company but is a creditor of the Company under the Scheme claiming for a sum of HK\$721,966.67 and shall have the same entitlement as other Creditors. Up Energy Group and parties acting in concert with it will be required to and have abstained from voting on the relevant resolutions relating to the Creditors' Scheme, the Whitewash Waiver and the Special Deal proposed at the SGM.

Set out below is a breakdown of the shareholding of Up Energy Group and parties acting in concert with it:

Up Energy Group and parties acting in concert with it	As at the date of this announcement		Immediately after issuing and allotment of Scheme Shares (assuming no contingent claims admitted under the Scheme)		Immediately after issuing and allotment of Scheme Shares (assuming all contingent claims admitted under the Scheme)		Immediately after issuing and allotment of Scheme Shares and Bonus Shares (assuming all contingent claims admitted under the Scheme)		Immediately after issuing and allotment of Scheme Shares and Bonus Shares and the completion of placing of new Shares (assuming all contingent claims admitted under the Scheme)	
	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %
Up Energy Group	1,377,073,492	30.34	19,800,047,816	50.30	19,800,047,816	38.72	19,800,047,816	38.28	19,800,047,816	36.86
Mr. Lai Kar Yan	1,331,051,890	29.33	18,949,265,950	48.14	18,949,265,950	37.05	18,949,265,950	36.64	18,949,265,950	35.27
Mr. Yeung Lui Ming	1,331,051,890	29.33	18,949,265,950	48.14	18,949,265,950	37.05	18,949,265,950	36.64	18,949,265,950	35.27
Mr. Ho Kwok Leung Glen	1,331,051,890	29.33	18,949,265,950	48.14	18,949,265,950	37.05	18,949,265,950	36.64	18,949,265,950	35.27
Mr. Wang Chuan	-	-	5,596,641.00	0.01	5,596,641.00	0.01	5,596,641.00	0.01	5,596,641.00	0.01

**The percentages above are subject to rounding error.*

- Hao Tian Group is an ordinary shareholder of the Company interested in 371,500,000 Shares and is also a creditor of the Company under the Scheme with a contingent claim of HK\$700,000,000. As a Creditor Shareholder, Hao Tian Group will be required to and has abstained from voting on the relevant resolutions relating to the Creditors' Scheme, the Whitewash Waiver and the Special Deal proposed at the SGM.
- Exploratory Capital Limited is an ordinary shareholder of the Company interested in 300,000,000 Shares and is also a creditor of the Company under the Scheme with a claim of HK\$1,451,000. As a Creditor Shareholder, Exploratory Capital Limited will be required to and has abstained from voting on the relevant resolutions relating to the Creditors' Scheme, the Whitewash Waiver and the Special Deal proposed at the SGM.
- Bank of Communications Trustee Limited is an ordinary shareholder of the Company interested in 62,134,000 Shares and is also a creditor of the Company under the Scheme with a claim of HK\$345,000. As a Creditor Shareholder, Bank of Communications Trustee Limited will be required to and has abstained from voting on the relevant resolutions relating to the Creditors' Scheme, the Whitewash Waiver and the Special Deal proposed at the SGM.
- Asia Light Enterprises Limited is an ordinary shareholder of the Company interested in 20,000,000 Shares and is also a creditor of the Company under the Scheme with a claim of HK\$49,312,113.53. As a Creditor Shareholder, Asia Light Enterprises Limited will be required to and has abstained from voting on the relevant resolutions relating to the Creditors' Scheme, the Whitewash Waiver and the Special Deal proposed at the SGM.
- Mr. Pan Li Hui, the spouse of Ms. Ma Hiu Ngai, is interested in 2,000,000 Shares. Ms. Ma Hiu Ngai therefore is deemed to be interested in the relevant Shares by virtue of the SFO and is also a creditor of the Company under the Scheme with a claim of HK\$7,387,869.91. Ms. Ma Hiu Ngai, as a Creditor Shareholder, and Mr. Pan Li Hui will be required to and have abstained from voting on the relevant resolutions relating to the Creditors' Scheme, the Whitewash Waiver and the Special Deal proposed at the SGM.
- Capital Sunlight Limited is an ordinary shareholder of the Company interested in 1,556,425 Shares and is also a creditor of the Company under the Scheme with a claim of HK\$584,617,203.68. As a Creditor Shareholder, Capital Sunlight Limited will be required to and has abstained from voting on the relevant resolutions relating to the Creditors' Scheme, the Whitewash Waiver and the Special Deal proposed at the SGM.
- Pursuant to the Loan Facility Agreement and the Deed, Bonus Shares amounted to approximately HK\$2.33 million which are equivalent to 232,558,140 Shares would be issued conditionally to ICA.
- Pursuant to the Service Agreement entered with Kaisun Consulting (a subsidiary of Kaisun Holdings Limited) dated 8 August 2018, Bonus Shares amounted to approximately HK\$3.49 million which are equivalent to 348,837,210 Shares would be issued to Kaisun Consulting upon fulfilment of agreed conditions.

10. Up to the date of this announcement, the total amounts respectively due to Mr. Zhang Li, Mr. Zheng Yuan, Mr. Li Bao Guo, Mr. Liu Yongshun and Mr. Wu Yanfeng are illustrated as follows:

Approximate amount due (HK\$)	
Mr. Zhang Li	1,016,667
Mr. Zheng Yuan	453,467
Mr. Li Bao Guo	317,665
Mr. Liu Yongshun	317,665
Mr. Wu Yanfeng	205,861
Total	2,311,325

Under the Scheme, Mr. Zhang Li, Mr. Zheng Yuan, Mr. Li Bao Guo, Mr. Liu Yongshun and Mr. Wu Yanfeng shall have the same entitlement as other Creditors. Pursuant to the terms of the Scheme, one Scheme Share will be allotted and issued for every HK\$0.129 of the Admitted Claims. Based on the available books and records of the Company, it is expected that the entitlement of Mr. Zhang Li, Mr. Zheng Yuan, Mr. Li Bao Guo, Mr. Liu Yongshun and Mr. Wu Yanfeng under the Scheme respectively are as follows:

	Value of Scheme Shares to be issued (HK\$)	Issue Price (HK\$)	Number of Scheme Shares to be issued
Mr. Zhang Li	1,016,667	0.129	7,881,137
Mr. Zheng Yuan	453,467	0.129	3,515,246
Mr. Li Bao Guo	317,665	0.129	2,462,522
Mr. Liu Yongshun	317,665	0.129	2,462,522
Mr. Wu Yanfeng	205,861	0.129	1,595,825
Total	3,033,292		17,917,252

As at the date of this announcement, Ms. Chen Wan, the wife of Mr. Zhang Li, is interested in 24,100,000 Shares, representing approximately 0.53% of the total issued share capital of the Company. Mr. Zhang Li therefore is taken to be interested in the relevant Shares by virtue of the SFO. Mr. Zhang Li, as a Creditor Shareholder, and Ms. Chen Wan will be required to and have abstained from voting on the relevant resolutions relating to the Creditors' Scheme, the Whitewash Waiver and the Special Deal proposed at the SGM.

11. Other Creditors are Creditors excluding Up Energy Group and parties acting in concert with it (including the Receivers and a Director), Hao Tian Group, Exploratory Capital Limited, Communications Trustee Limited, Asia Light Enterprises Limited, Ms. Ma Hiu Ngai, Capital Sunlight Limited, holders of Bonus Shares and other Directors (except a Director who is acting in concert with Up Energy Group).

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been halted with effect from 9:00 a.m. on 30 June 2016. Trading in the Shares will remain suspended until further notice.

**For and on behalf of
Up Energy Development Group Limited
(In Provisional Liquidation
(For Restructuring Purposes))**

**Osman Mohammed Arab
Roy Bailey
Lai Wing Lun**

*Provisional Liquidators
who act without personal liability*

Hong Kong, 25 January 2021

As at the date of this announcement, the Board of Directors comprises Mr Wang Chuan, Mr Zhang Li and Mr Zheng Yuan as Executive Directors; and Mr Li Bao Guo, Mr Liu Yongshun, and Mr Wu Yanfeng as Independent Non-executive Directors. The names of the Board members referred hereto are based on the latest register of directors of the Company. For the avoidance of doubt, the composition of the Board is a matter in dispute as Mr Gao Shufang (subsequently resigned with effect from 30 September 2017) and Mr Ji Lianming claimed themselves being appointed as Executive Directors whereas Mr Chan Ming Sun Jonathan, Mr Lee Chi Hwa, Joshua and Mr Mak Yiu Tong claimed themselves to be appointed as Independent Non-executive Directors in replacement of the entire Board members (inter alia including Mr Chui Man Lung, Everett who has purported resigned on 30 August 2018) in a SGM held on 25 April 2017

The JPLs jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

** For identification purposes only*