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UNITED ENERGY GROUP LIMITED

聯合能源集團有限公司

(incorporated in Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 467)

(the “Company”)

LISTING RULES 13.09 AND 14.36

TERMINATION OF VERY SUBSTANTIAL ACQUISITION IN CONNECTION WITH PROPOSED INVESTMENT IN TRANSMERIDIAN AND TERMINATION OF RELATED TENDER OFFER AND EXCHANGE OFFER

Reference is made to the announcements made by the Company on 30 May 2008, 10 June 2008, 20 June 2008 and 26 September 2008 and the Circular relating to the Company’s entry into the Transaction Agreements for a proposed investment of approximately US\$212 million by the Company in Transmeridian (which included a cash injection of US\$75 million in Transmeridian to fund Transmeridian’s ongoing capital expenditure program and working capital requirements). The approval of the shareholders of the Company for the proposed investment in Transmeridian was obtained at the Special General Meeting of the Company on 16 October 2008.

The Company announces that on 15 November 2008, the Company and Transmeridian have mutually agreed to terminate the Investment Agreement.

The Company also announces that at 5:00 p.m., New York City time, on 14 November 2008, the Tender Offer was terminated because certain conditions to the Tender Offer were not satisfied prior to its expiration. No Preferred Stock was purchased pursuant to the Tender Offer and all Preferred Stock previously tendered and not withdrawn will be returned promptly to the holders thereof. At 5:00 p.m., New York City time, on 14 November 2008, the Exchange Offer was terminated by Transmeridian because certain conditions to the Exchange Offer were not satisfied prior to its expiration.

The Company and Transmeridian are exploring alternative transactions on a non-exclusive basis.

This announcement is made pursuant to Rules 13.09 and 14.36 of the Listing Rules.

The Company requested trading in the Shares on the Stock Exchange to be suspended from 9:30 a.m. 17 November 2008, pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. 18 November 2008.

INTRODUCTION

Reference is made to the announcements of the Company made on 30 May 2008, 10 June 2008, 20 June 2008 and 26 September 2008 and the circular issued by the Company on 30 September 2008 (the “**Circular**”), in relation to the proposed investment by the Company of approximately US\$212 million in Transmeridian (which included a cash injection of US\$75 million in Transmeridian to fund Transmeridian’s ongoing capital expenditure program and working capital requirements). The approval of the shareholders of the Company for the proposed investment in Transmeridian was obtained at the Special General Meeting of the Company on 16 October 2008. Terms used herein shall have the same meaning as defined in the Circular unless defined otherwise.

TERMINATION OF VERY SUBSTANTIAL ACQUISITION RELATING TO AN APPROXIMATELY US\$212 MILLION INVESTMENT IN TRANSMERIDIAN

On 15 November 2008, the Company and Transmeridian have mutually agreed to terminate the Investment Agreement (the “**Termination**”). The boards of directors of both the Company and Transmeridian have unanimously approved the Termination. No monetary consideration will be paid by either party in connection with the Termination.

The Company also announces that at 5:00 p.m., New York City time, on 14 November 2008, the Tender Offer was terminated because certain conditions to the Tender Offer were not satisfied prior to its expiration. No Preferred Stock was purchased pursuant to the Tender Offer and all Preferred Stock previously tendered and not withdrawn will be returned promptly to the holders thereof. At 5:00 p.m., New York City time, on 14 November 2008, the Exchange Offer was terminated by Transmeridian because certain conditions to the Exchange Offer were not satisfied prior to its expiration.

The Company and Transmeridian are exploring alternative transactions on a non-exclusive basis.

The Company is not owed, nor does it owe, any sums in relation to the Transaction Agreements.

This announcement is made pursuant to Rules 13.09 and 14.36 of the Listing Rules.

The Company requested trading in the Shares on the Stock Exchange to be suspended from 9:30 a.m. on Monday, 17 November 2008, pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 18 November 2008.

DEFINITIONS

“Board”	the board of Directors
“Circular”	the circular issued by the Company on 30 September 2008 in relation to the proposed investment in Transmeridian
“Director(s)”	directors of the Company

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transmeridian”	Transmeridian Exploration Incorporated, a corporation incorporated under the laws of the State of Delaware, the United States of America
“US\$”	United States Dollar, the lawful currency of the United States of America

By Order of the Board
UNITED ENERGY GROUP LIMITED
Zhang Meiying
Director

17 November 2008

As at the date of this announcement, the executive Directors are Mr. Zhang Hongwei, Mr. Zhu Jun and Ms. Zhang Meiying, and the independent non-executive Directors are Mr. Chau Siu Wai, Mr. San Fung and Mr. Zhu Chengwu.