

UNITED ENERGY GROUP LIMITED

聯合能源集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock code: 467)

FORM OF PROXY FOR SPECIAL GENERAL MEETING (or any adjournment thereof)

I/We, ^(Note 1) _____
of _____
(as shown in the register of members) being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of United Energy Group Limited (the "Company"), HEREBY APPOINT ^(Note 3) _____ of _____ or failing who, the Chairman of the Meeting as my/our proxy to act for me/us and on my/our behalf at the special general meeting (the "Meeting") to be held at Aberdeen (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 15 July 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without amendments) as set out in the Notice convening the Meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated, and if no indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
<p>"THAT the acquisition and the performance by the Company and its subsidiaries of the transactions contemplated under the acquisition agreement dated 14 December 2010 entered into by and among the purchaser, being Gold Trade Group Limited, and the vendors, being BP Pakistan Exploration and Production, Inc., BP Pakistan (Badin) Inc., and BP Exploration (Alpha) Limited (the "Acquisition Agreement"), and the novation agreement dated 28 February 2011 by and among the same parties and United Energy Pakistan Limited whereby the rights and obligations of Gold Trade Group Limited under the Acquisition Agreement were novated to United Energy Pakistan Limited (the "Novation Agreement"), be and are hereby confirmed and approved, and that the directors of the Company be and are hereby authorised to do all such acts and things, and to take such steps as they may consider necessary, desirable or expedient to give effect to or in connection with the Acquisition Agreement, Novation Agreement or any of the transactions contemplated thereunder."</p>		

Signature(s) ^(Note 5): _____ Dated this _____ day of _____ 2011

Notes:

- Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.** A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, on a poll, to vote instead of him. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick the boxes will entitle your proxy to cast your votes at his discretion or abstain from the relevant resolutions. Your proxy will also be entitled to vote at his discretion or abstain from any other resolutions properly put to the Meeting other than that referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. If in default the proxy shall not be treated as valid.
- Where there are joint registered holders of any share of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such share.
- Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.