



UPBEST GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 335)

PROXY FORM

Proxy form for use by shareholders at the Annual General Meeting ("Meeting") to be held at 2/F, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong on August 30, 2004, at 9:30 a.m.

I/We (note a) _____ of _____
_____ being the registered holder(s) of _____

shares (note b) of HK\$0.01 each in the capital of **UPBEST GROUP LIMITED** ("Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or (note c) _____ of _____

_____ as my/our proxy to vote and act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held at 2/F, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong on August 30, 2004 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the ordinary resolutions and special resolutions set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (note d).

ORDINARY RESOLUTIONS		For (note d)	Against (note d)
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended March 31, 2004.		
2.	To approve the payment of final dividend.		
3.	(i) To re-elect Mr. Tsang Cheuk Lau as executive director		
	(ii) to re-elect Mr. Wong Ching Hung, Thomas as executive director.		
	(iii) To re-elect Mr. Wong Wai Kwong, David as independent non-executive director		
	(iv) to authorise the Board to fix the remuneration of directors.		
4.	To re-appoint auditors and authorise the Board to fix their remuneration.		
5.	(i) Ordinary Resolution on item 5(A) of the notice of the Meeting to grant a general mandate to the Board to allot and issue new shares.		
	(ii) Ordinary Resolution on item 5(B) of the notice of Meeting to grant a general mandate to the Board to repurchase shares of the Company.		
	(iii) Ordinary Resolution on item 5(C) of the notice of Meeting to extend the general mandate granted to the Board to issue new shares.		
SPECIAL RESOLUTION			
6.	Special Resolution on item 6 to approve the amendment of the Articles of Association of the Company		

Dated _____

Signature (note f) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Under the Company's articles of association, a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is properly demanded; and on a show of hands, every member present in person or (being a corporation) by duly authorised representative shall have one vote. **AS THE CHAIRMAN IS ONLY ABLE TO EXERCISE ONE VOTE ON A SHOW OF HANDS, HE WILL USE THE VOTE FOR THOSE MEMBERS WHO WISH TO VOTE FOR ANY OR ALL OF THE RESOLUTIONS PUT TO THE MEETING. IF YOU WISH TO VOTE AGAINST ANY OR ALL OF THE RESOLUTIONS PUT TO THE MEETING, YOU MUST APPOINT A PERSON OTHER THAN THE CHAIRMAN OF THE MEETING TO ACT AS YOUR PROXY.**
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be lodged with the Company at its principal place of business in Hong Kong at 2/F, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting should you so wish.