



UPBEST GROUP LIMITED

美建集團有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 335)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of Upbest Group Limited (the “Company”, together with its subsidiaries, the “Group”) will be held at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong on Tuesday, 10th June, 2008 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. “THAT

- (i) the agreement dated 2nd May, 2008 entered into between UBA Financial and UICL in relation to the provision of securities margin financing service by UICL to UBA Financial (copy of which have been produced at the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved;
- (ii) the agreement dated 2nd May, 2008 entered into between Super Idea and UICL in relation to the provision of securities margin financing service by UICL to Super Idea (copy of which have been produced at the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved;
- (iii) the agreement dated 2nd May, 2008 entered into between UBA and UICL in relation to the provision of securities margin financing service by UICL to UBA (copy of which have been produced at the Meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved;
- (iv) the agreement dated 2nd May, 2008 entered into between UGL with UBA Gold in relation to the provision of precious metal margin financing services by UGL to UBA Gold (a copy of which has been produced at the Meeting marked “D” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved; and
- (v) the annual caps for the Financial Assistance (as defined in the Company’s

circular to the Shareholders dated 23rd May, 2008) for the financial years ending 31st March, 2009 and 31st March, 2010 be and are hereby approved.”

2. “**THAT**

- (i) the Second Supplemental Management Agreement dated 2nd May, 2008 entered into between UAML and the UBA in relation to the provision of investment management services by UAML to UBA (a copy of which has been produced at the Meeting marked “E” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved; and
- (ii) the annual caps for the Management Fee and Performance Fee (as defined in the Company’s circular to the Shareholders dated 23rd May, 2008) for the financial years ending 31st March, 2009 and 31st March, 2010 be and are hereby approved.”

3. “**THAT**

the agreement dated 2nd May, 2008 entered into between UBA and UAML in relation to the Special Bonus (a copy of which has been produced at the Meeting marked “F” and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved.”

4. “**THAT**

the directors (the “**Directors**”) of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and giving effect to the aforesaid agreements and transactions contemplated thereunder.”

By order of the Board
Upbest Group Limited
Suen Man Tak, Stephen
Executive Director

Hong Kong, 23rd May, 2008

** for identification purpose only*

As at the date of this announcement, the Board of the Company consists of Dr. Wong King Keung, Peter as chairman and non-executive director, Mr. Wong Ching Hung, Thomas, as non-executive director, Mr. Cheng Kai Ming, Charles, Mr. Suen Man Tak, Stephen, Mr. Li Kwok Cheung, George, Ms. Cheng Wai Ling, Annie and Mr. Cheng Wai Lun, Andrew as executive directors and Mr. Chan Chung Yee, Alan, Mr. Pang Cheung Hing, Alex and Mr. Fuk Ho Kai as independent non-executive directors.