



UPBEST GROUP LIMITED

美建集團有限公司*

(incorporated in Cayman Islands with limited liability)

(Stock code: 335)

EXTRAORDINARY GENERAL MEETING FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") to be convened and 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. or any adjournment thereof.

I/We (note a) _____
of _____
being the registered holder(s) of (note b) _____ shares of HK\$0.01 each of Upbest Group Limited (the "Company") hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to 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. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick ("✓") in the appropriate box to indicate how you wish your vote(s) to be cast (notes d and e).

	Ordinary Resolutions	For	Against
1.	To approve:—		
	(i) 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 and the transactions contemplated thereunder;		
	(ii) 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 and the transactions contemplated thereunder;		
	(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 and the transactions contemplated thereunder;		
	(iv) 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 and the transactions contemplated thereunder; 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.		
2.	To approve:—		
	(i) the Second Supplemental Investment Management Agreement dated 2nd May, 2008 entered into between UAML and UBA in relation to the provision of investment management services by UAML to UBA and the transactions contemplated thereunder; 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.		
3.	To approve the agreement dated 2nd May 2008 entered into between UBA and UAML in relation to the Special Bonus and the transactions contemplated thereunder.		
4.	To approve and authorise the directors of the Company 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.		

Dated this _____ day of _____ 2008

Signature: _____ (notes f to i)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of ordinary shares to which this form of proxy relates in the space provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in **BLOCK CAPITAL LETTERS** in the space provided. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- If you wish to vote for the resolution set out above, please tick ("✓") in the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If no indication is given, the proxy will vote or abstain at his/her discretion.
- Corporations must execute this form of proxy under common seal or by an attorney or a duly authorised officer. If a legal representative is appointed to attend the Meeting, such legal representative shall produce his/her own identity paper and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- If this form of proxy is signed by a person under a power of attorney or any other authority on your behalf, a certified copy of that power of attorney or other authority must be deposited at the principal place of business of the Company at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed must be lodged the principal place of business of the Company at 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting should you so wish.
- In case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

* for identification purpose only