



# UPBEST GROUP LIMITED

美建集團有限公司\*

(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 Monday, 27th August 2012, at 11:30 a.m. and at any adjournment thereof.

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(note b)</sup> of HK\$0.01 each in the capital of  
UPBEST GROUP LIMITED ("Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or <sup>(note c)</sup> \_\_\_\_\_  
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 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong on Monday, 27th August 2012 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the ordinary 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 <sup>(note d)</sup>.

	ORDINARY RESOLUTIONS	For <sup>(note d)</sup>	Against <sup>(note d)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st March 2012.		
2.	To approve the recommended final dividend of HK2.0 cents per share (the "Share") of HK\$0.01 each in the capital of the Company in respect of the year ended 31st March 2012 and the recommend special dividend of HK1.5 cents per Share.		
3.	(A) To re-elect Mr. MOK Kwai Hang as executive director.		
	(B) To re-elect Mr. IP Man Tin, David as non-executive director.		
	(C) To re-elect Mr. SUEN Man Tak, Stephen as non-executive director.		
	(D) To re-elect Mr. CHAN Chung Yee, Alan as independent non-executive director.		
	(E) To re-elect Mr. HUI Man Ho, Ivan as independent non-executive director.		
	(F) To authorise the Board to fix the remuneration of directors.		
4.	To re-appoint Li, Tang, Chen & Co. Certified Public Accountants (Practising) as the Company's auditors and authorise the Board to fix their remuneration.		
5.	(A) 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.		
	(B) 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.		
	(C) Ordinary Resolution on item 5(C) of the notice of Meeting to extend the general mandate granted to the Board to issue new Shares.		
	<b>SPECIAL RESOLUTIONS</b>		
6.	(A) To approve the amendments to the memorandum of association of the Company.		
	(B) To approve the amendments to the articles of association of the Company.		
	(C) To adopt the amended and restated memorandum and articles of association of the Company.		

Dated \_\_\_\_\_

Signature <sup>(note f)</sup> \_\_\_\_\_

### 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, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- 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 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.
- 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 form of proxy 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.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting should you so wish.

\* For identification purpose only