



# UNITED GENE HIGH-TECH GROUP LIMITED

## 聯合基因科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 399)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 27 APRIL 2010

(Terms used in this form of proxy have the same meanings as defined in the Circular (as defined below).)

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of HK\$0.01 ("Shares") each in the capital of United Gene High-Tech Group Limited (the "Company"), **HEREBY APPOINT**<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_ or failing him, the Chairman of the Extraordinary General Meeting (the "Meeting") as my/our proxy to attend on my/our behalf at the Meeting (and at any adjournment thereof) of the Company to be held at Rooms No. 1405-1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on Tuesday, 27 April 2010 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolution as 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 resolution as indicated below<sup>(Note 4)</sup>:

ORDINARY RESOLUTION <sup>(Note 5)</sup>	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
<p><b>"THAT</b> subject to and conditional upon (i) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms); (ii) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies Ordinance not later than the Prospectus Posting Date; (iii) the posting of the Prospectus Documents to the Qualifying Shareholders on or before the Prospectus Posting Date; (iv) compliance with and performance of all the undertakings and obligations of the Company and the Underwriters under the terms of the Underwriting Agreement (a copy of which has been produced to this meeting marked "A" and signed by the chairman of this meeting for identification); (v) compliance with and performance by Best Champion of all of its obligations and undertakings under the Irrevocable Undertaking; and (vi) the Underwriting Agreement becoming unconditional and not being terminated in accordance with the terms of that agreement:</p> <p>(a) the issue by way of Rights Issue of 6,082,254,031 Rights Shares at a subscription price of HK\$0.052 per Rights Share to the Qualifying Shareholders on the basis of one Rights Share for every existing Share payable in full upon subscription and otherwise on the terms and conditions set out in the Circular be and is hereby approved;</p> <p>(b) the Directors be and are hereby unconditionally and specifically authorised to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue and in particular, the Directors be and hereby authorised to make such exclusions or other arrangements in relation to Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;</p> <p>(c) the arrangement that the Rights Shares not validly subscribed by the Qualifying Shareholders are not available for subscription by the Qualifying Shareholders in excess of their assured entitlements be and is hereby approved, confirmed and ratified;</p> <p>(d) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the Underwritten Shares, if any, by the Underwriters) be and are hereby approved, confirmed and ratified; and</p> <p>(e) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things in connection with or incidental to the Rights Issue or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder."</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2010. Signature: \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
- Please insert the number of Shares 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete any of the boxes will entitle your proxy to cast his vote 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.
- The full text of each resolution referred to above is set out in the notice of the Meeting dated 9 April 2010.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrars in Hong Kong, Tricor Tengis 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the appointment of the proxy shall be deemed to have been revoked.