UNITED PACIFIC INDUSTRIES LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00176)

Form of appointment of[1] proxy or corporate representative for the Annual General Meeting ("AGM") to be held at Unit 2705-6, 27/F., Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong on Wednesday, 31st August, 2005 at 10:00 a.m.

I/We[2] ______________________________

of ______________________________

being holder(s) of[3] ____________ share(s) of HK$0.10 each in the share capital of United Pacific Industries Limited (the "Company") **HEREBY APPOINT**[4] ______________________________

of ______________________________

or failing him the Chairman of the meeting, as my/our[1] proxy or corporate representative to attend, act and vote for me/us and on my/our behalf at the AGM (and at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicates, and, if no such indication is given, as my/our[1] proxy or corporate representative thinks fit.

	RESOLUTIONS	FOR[5]	AGAINST[5]
1.	Ordinary Resolution No. 1		
2.	Ordinary Resolution No. 2		
3.	Ordinary Resolution No. 3.1		
4.	Ordinary Resolution No. 3.2		
5.	Ordinary Resolution No. 3.3		
6.	Ordinary Resolution No. 3.4		
7.	Ordinary Resolution No. 4		
8.	Ordinary Resolution No. 5A		
	Ordinary Resolution No. 5B		
	Ordinary Resolution No. 5C		

Dated this ____________ day of ____________ 2005.

Signature(s)[8] ______________________
(Authorized signatory and company chop or seal, if a corporation, as appropriate)

Notes:

1. Please delete as appropriate. If no indication is given, this form will be taken to appoint a proxy.
2. Full name(s) and address to be inserted in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s) to which the above appointment relates. If no number is inserted, the above appointment will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
4. Full name and address to be inserted in BLOCK CAPITALS. If any proxy other than the Chairman is preferred, strike out the words "or failing him the Chairman of the meeting". Any alteration made to this form must be duly initialled by the person who signs it.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE TICK THE BOX(ES) MARKED "AGAINST"**. If no direction is given, the proxy or corporate representative will vote or abstain as he thinks fit. Your proxy or corporate representative 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.
6. To be valid, this form together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the principal place of business of the Company at Unit 2705-6, 27/F., Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
7. Where there are joint registered holders of any share, any one of such persons may vote at the 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 is present at the meeting personally or by proxy, such person so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. This form must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised to sign the same. If this is an appointment of a corporate representative, this form must be duly executed in accordance with the corporate shareholder's constitutive documents.
9. A member entitled to attend and vote at the meeting is entitled to appoint one or two proxies to attend and, on a poll, vote on his behalf. A proxy or corporate representative need not be a member of the Company.
10. Completion and delivery of this form will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.
11. For added convenience, this form may also serve as an appointment of a corporate representative if completed clearly. Please refer to Note 1 above.