United Pacific Industries

UNITED PACIFIC INDUSTRIES LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00176)

website: http://www.irasia.com/listco/hk/upi/index.htm

Form of appointment of[1] proxy or corporate representative for the Annual General Meeting ("Meeting") to be held on 28th July, 2006 (and at any adjournment thereof)

I/We[2] ______________________________

of ______________________________

being the registered 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 Meeting of the Company to be held at The Laurel, Level 3, Renaissance Kowloon Hotel, Hong Kong, 22 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 28th July, 2006 at 10:00 a.m. (and at any adjournment thereof) in respect of the Resolutions set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our[1] proxy or corporate representative thinks fit.

	RESOLUTIONS	FOR[5]	AGAINST[5]
1.	To receive and consider the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st March, 2006.		
2.	To re-elect Dr. Wong Ho Ching, Chris as Independent Non-Executive Director for a one year term until the next annual general meeting.		
3.	(a) To re-elect Mr. Teo Ek Tor as Non-Executive Director.		
	(b) To authorise the Board of Directors to fix the remuneration of the directors.		
4.	To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.		
5.	To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the existing issued share capital of the Company.		
6.	To give a general mandate to the directors to repurchase its shares not exceeding 10% of the total nominal amount of the existing issued share capital of the Company.		
7.	To extend the general mandate granted to the directors to issue shares by the number of shares repurchased.		
8.	To refresh the Scheme Mandate Limit under the Share Option Scheme.		
9.	To amend the Bye-Laws of the Company.		

Dated this ______________ day of ______________ 2006.

Signature(s)[8] ______________________________
(Authorized signatory and company chop or seal, of 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 of the Meeting is preferred, strike out the words "or failing him the Chairman of the Meeting". **Any alteration made to this form must be initialled by the person who signs it**.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTION(S), PLEASE TICK THE APPROPRIATE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTION(S), PLEASE TICK THE APPROPRIATE 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 Meeting or any adjournment thereof.
7. In case of joint registered holders of any share(s), any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share(s) as if he were 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(s) 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 but must attend the Meeting in person to represent you.
10. Completion and delivery of this form will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish and in such event, this form of proxy shall be deemed to be revoked.
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.