



# UNITED GENE HIGH-TECH GROUP LIMITED

## 聯合基因科技集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 399)

### Proxy Form for Use at the Special General Meeting (and at any adjournment thereof) to be held on 16 July 2014 at 4:00 p.m.

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of United Gene High-Tech Group Limited (the "Company") HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_ or failing him/her, the chairman of the special general meeting of the Company to be held at Victoria Room I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on 16 July 2014 at 4:00 p.m. (and at any adjournment thereof, as the case may be) (the "SGM") as my/our proxy to attend and vote for me/us and on my/our behalf at the SGM in respect of the ordinary resolution and special resolutions set out in the notice convening the SGM (the "Notice") as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTION*	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve, among others, the Acquisition Agreement and the transactions contemplated thereunder as set out in resolution no.1 of the Notice.		
2.	To approve, among others, the creation and issue by United Gene of the Convertible Bonds to the Vendor set out in resolution no.2 of the Notice.		
3.	To approve, among others, the issue and allotment of up to 286,000,000 Conversion Shares at the conversion price of HK\$2.50 each and the exercise of the conversion rights attaching to the Convertible Bonds under the Specific Mandate as set in no.3 of the Notice.		
4.	To approve, among others, the Continuing Connected Transaction whereby the Purchaser (as defined in this circular) undertakes to be responsible for the payment of Capital Commitment of the Target Company (as defined in this Circular) for the period of 3 years from Completion Date of the Acquisition Agreement not exceeding the Annual Caps by way of unsecured interest-free shareholder loans as set out in no.4 of the Notice.		
5.	The Directors are duly authorised to do all such further acts and things including but not Limited to sign and execute all such other or further documents or agreements, with full details as set out in no.5 of the Notice.		

\* Terms used herein and full text of each resolution are set out in the Notice

Signature(s)<sup>5, 6, 7, 8</sup> \_\_\_\_\_

Date \_\_\_\_\_ 2014

#### Notes:

1. Please insert your full name (s) and address(s) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of the 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 share capital of the Company registered in your name(s).
3. Please insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the SGM will act as your proxy. A proxy need not be a member of the Company but must attend the SGM in person to represent you. **Any alternation made to this form of proxy must be initialed by the person who signs it.**
4. **Important: if you wish to vote for any of the resolution, please place a "✓" in the appropriate box marked "For". If you wish to vote against any of the resolution, please place a "✓" in the appropriate box marked "Against".** Failure to complete any or all the boxes will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than (that/those) referred to in the notice convening the SGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. In 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.
7. To be valid, this form of proxy, together with any 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 United Gene's branch share registrar and transfer agent in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or at any adjournment thereof).
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the SGM if you so wish.