UNITED PHOTOVOLTAICS GROUP LIMITED

聯合光伏集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 686)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We *(Note 1)* _____

of _____

being the registered holder(s) of *(Note 2)* _____

ordinary shares of HK$0.10 each in the capital of UNITED PHOTOVOLTAICS GROUP LIMITED (the "Company") HEREBY APPOINT *(Note 3)* the chairman of the meeting, or failing him _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at Unit 1407, 14/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 27 June 2014 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the AGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions	**For** *(note 4)*	**Against** *(note 4)*
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors for the year ended 31 December 2013.		
2.	(i) To re-elect Mr. Lu Zhenwei as an executive director of the Company.		
	(ii) To re-elect Mr. Yang Baiqian as a non-executive director of the Company.		
	(iii) To re-elect Ms. Qiu Ping, Maggie as a non-executive director of the Company.		
	(iv) To re-elect Mr. Wu Zhenmian as a non-executive director of the Company.		
	(v) To re-elect Mr. Ching Kwok Ho, Samuel as an independent non-executive director of the Company.		
	(vi) To re-elect Mr. Ma Kwong Wing as an independent non-executive director of the Company.		
3.	To authorize the board of directors of the Company to fix the directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5.	(A) To grant a general mandate to the directors to repurchase the Company's shares.		
	(B) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares.		
	(C) Conditional upon the passing of resolutions 5(A) and 5(B), to authorize the directors to allot, issue and deal with any shares repurchased pursuant to the general mandate granted by resolution 5(A) and to make or grant offers, agreements and option which might require.		

Dated this day of _____ 2014. Shareholder's Signature _____ *(notes 5, 6, 7 and 8)*

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. A proxy need not be a shareholder of the Company. If any proxy other than the chairman of the meeting is preferred, delete the words "the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote on his behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "AGAINST".** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain 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.
5. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited of 18/F Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting.
6. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
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 were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, the instrument appointing a proxy must be deemed to be revoked.