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 SPECIAL GENERAL MEETING TO BE HELD ON 28 NOVEMBER 2016 (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 _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting (the "**Meeting**") of the Company to be held at Unit 1407, 14/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 28 November 2016 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting dated 10 November 2016 (the "**SGM Notice**") 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 approve, confirm and ratify the ORIX Subscription Agreement and the transactions contemplated thereunder (the ordinary resolution no. 1 as set out in the SGM Notice).		
2	To approve, confirm and ratify the CM Subscription Agreement and the transactions contemplated thereunder (the ordinary resolution no. 2 as set out in the SGM Notice).		
3	To approve, confirm and ratify the NEX Subscription Agreement and the transactions contemplated thereunder (the ordinary resolution no. 3 as set out in the SGM Notice).		

* *The full text of the ordinary resolutions is set out in the SGM Notice.*

Dated this _____ day of _____ 2016. Shareholder's Signature _____ *(notes 5, 6, 7 and 8)*

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
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 member of the Company. If any proxy other than the chairman of the Meeting is preferred, delete the words "the chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. A member 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 the proposed 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 SGM Notice.
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 branch share registrar and transfer office in Hong Kong, Union Registrars Limited of Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
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 shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are 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 shares shall alone be entitled to vote in respect thereof.
8. Completion and return of this form of proxy will not preclude you from attending in person and voting at the Meeting or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy must be deemed to be revoked.