



自然美  
natural beauty

Natural Beauty Bio-Technology Limited

自然美生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00157)

**PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING OF NATURAL BEAUTY BIO-TECHNOLOGY LIMITED TO BE HELD AT 3:00 p.m. ON 11 MAY 2012 (OR AT ANY ADJOURNMENT THEREOF)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of Natural Beauty Bio-Technology Limited (the "Company") **HEREBY APPOINT** the Chairman of the meeting or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "AGM") to be held at 3:00 p.m. on 11 May 2012 (Friday) at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong (or at any adjournment thereof) and in particular (but without limitation) at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited financial statements and the directors' report and the independent auditor's report for the year ended 31 December 2011.		
2.	a. To re-elect Ms. NG Shieu Yeing Christina as non-executive director of the Company.		
	b. To re-elect Ms. FENG Janine Junyuan as non-executive director of the Company.		
	c. To re-elect Mr. Francis GOUTENMACHER as independent non-executive director of the Company.		
	d. To re-elect Ms. Su-Mei THOMPSON as independent non-executive director of the Company.		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor and to authorise the board of directors (the "Board") to fix its remuneration.		
4.	To authorise the Board to fix the directors' remuneration.		
5.	To declare a final dividend of HK\$0.05 per share for the year ended 31 December 2011.		
6.	To grant a general and unconditional mandate to the directors to allot shares, to issue warrants to subscribe for shares and to make offers or agreements or grant options which would or might require shares to be allotted or issued as set out in the ordinary resolution in item 6 of the notice of AGM. <sup>8</sup>		
7.	To grant a general and unconditional mandate to the directors to repurchase the Company's own shares as set out in the ordinary resolution in item 7 of the notice of AGM. <sup>8</sup>		
8.	To extend the general mandate granted to the directors to issue shares under Resolution 6 above by including the nominal amount of shares repurchased as set out in the ordinary resolution in item 7 of the notice of AGM. <sup>8</sup>		
SPECIAL RESOLUTIONS			
9.	To approve the amendments to the articles of association of the Company. <sup>8</sup>		
10.	To approve the adoption of a new set of memorandum and articles of association of the Company, which consolidates all of the proposed amendments referred to in item 9 of the notice of AGM in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature(s)<sup>5</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of the shares registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. You are entitled to appoint one or more proxies to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ORDINARY RESOLUTIONS AND/OR SPECIAL RESOLUTIONS, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ORDINARY RESOLUTIONS AND/OR SPECIAL RESOLUTIONS, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM or abstain.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer, attorney or other person duly authorised.
- In order to be valid, this form of proxy together with any 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 with the Company's branch share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM at which the person named in this form of proxy proposes to vote, and, in default, this form of proxy shall not be treated as valid. Completion and delivery of this form of proxy will not preclude you from attending the AGM and voting in person at the AGM if you so wish, but in the event of your attending the AGM after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the AGM, 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 are present at the AGM personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- The description of this resolution is by way of summary only. The full text appears in the notice of AGM.