



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 10 MAY 2013**

**(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 Friday, 10 May 2013 Room 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, 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 2012.		
2.	a/ To re-elect Mr. POON Yee Man Alwin as a non-executive director of the Company.		
	b/ To re-elect Mr. CHEN Ruey-Long as an independent non-executive director of the Company.		
	c/ To re-elect Mr. YANG Tze-Kaing as an independent non-executive director of the Company		
	d/ To re-elect Mr. LEE Ming-Ta as an executive director of the Company.		
	e/ To re-elect Dr. SU Chien-Cheng as an executive director of the Company.		
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor and to authorise the board of directors of the Company (the "Board") to fix its remuneration.		
4.	To authorise the Board to fix the remuneration of directors of the Company (the "Directors").		
5.	To declare a final dividend of HK\$0.0028 per share for the year ended 31 December 2012.		
6.	To grant a general and unconditional mandate to the Directors to issue, allot and deal with shares of the Company (the "Shares") or securities convertible into Shares, to issue options, warrants or other similar rights to subscribe for Shares and to make offers or agreements or grant options, warrants or similar rights 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 exercise powers of the Company to repurchase its 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 under the mandate as set out in the ordinary resolution in item 7 of the notice of AGM. <sup>8</sup>		
9.	To grant share options to Ms. CHANG Karen Yi Fen. <sup>8</sup>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2013 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 Annual General Meeting 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, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ORDINARY 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.
- The above resolutions will be put to vote at the AGM by way of poll. Resolution numbered 9 will be voted by the Independent Shareholders (as defined in the circular of the Company dated 10 April 2013).