



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)

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING OF
NATURAL BEAUTY BIO-TECHNOLOGY LIMITED TO BE HELD AT UNIT 3512, 35/F, THE CENTER,
99 QUEEN'S ROAD CENTRAL, HONG KONG AT 3:00 P.M. ON 16 OCTOBER 2008
(OR AT ANY ADJOURNMENT THEREOF)**

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) shares of HK\$0.10 each in the capital of
Natural Beauty Bio-Technology Limited (the "Company"), hereby appoint ^(Note 3) _____
of _____
or failing him, the chairman of the meeting as my/our proxy/proxies to act for me/us at the special general meeting (or at any adjournment thereof) of the Company to be held at Unit 3512, 35/F, The Center, 99 Queen's Road Central, Hong Kong on 16 October 2008 at 3:00 p.m. 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) as indicated below or, if no such indication is given as my/our proxy/proxies think(s) fit.

ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1(a) the sale and purchase agreement (the "Sale and Purchase Agreement") dated 20 August 2008 entered into between Natural Beauty China Holding Limited, an indirect wholly-owned subsidiary of the Company (the "Purchaser"), and Uni Way Associates Limited (the "Vendor"), a copy of which is tabled at the meeting and marked "A" and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Vendor has conditionally agreed to sell the entire equity interest in Shanghai Natural Beauty Bio-Med Co. Ltd. to the Purchaser for the consideration of USD3,313,966 (equivalent to approximately HK\$25,848,936) be and is hereby approved, ratified and confirmed; and		
1(b) any one Director be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such things and take all other steps which, in his/her opinion, may be necessary or desirable in connection with the transactions contemplated under the Sale and Purchase Agreement.		

Date: _____ Shareholder's signature ^(Note 5): _____

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 Company registered in your name(s).
- (3) Please insert the name of the proxy/proxies desired. If no name is inserted, the chairman of the meeting will act as your proxy. Any alteration made to this form of proxy must be initialed by the person(s) who signs it. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the meeting if you so wish.
- (4) Please indicate with a tick mark "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions 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) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the 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 holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- (7) 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 shall be deposited with the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shops 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, or to the principal place of business of the Company at Unit 3512, 35/F, The Center, 99 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
- (8) A proxy need not be a member of the Company but must attend the meeting in person to represent you.