



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)

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
CAUSE NO. 21 OF 2009

IN THE MATTER OF NATURAL BEAUTY BIO-TECHNOLOGY LIMITED

AND

IN THE MATTER OF SECTION 86 OF THE COMPANIES LAW, CAP. 22 (LAW 3 OF 1961)  
AS CONSOLIDATED AND REVISED OF THE CAYMAN ISLANDS

FORM OF PROXY

FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF THE GRAND COURT  
TO BE HELD AT 11:00 A.M. ON 26 FEBRUARY 2009  
(OR AT ANY ADJOURNMENT THEREOF)

For use at the Court Meeting (or at any adjournment thereof) of the holders of ordinary shares of HK\$0.10 each in the capital of Natural Beauty Bio-Technology Limited (the "Company")

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of the Company,  
**HEREBY APPOINT** the Chairman of the Court Meeting or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting of certain holders of ordinary shares of HK\$0.10 each in the capital of the Company convened at the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) to be held at Room 105-106, Hoi Yat Heen, 3/F Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong on 26 February 2009 at 11:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement dated 30 January 2009 (the "Scheme") between the Company and the holders of Scheme Shares (as defined in the Scheme) as referred to in the notice dated 30 January 2009 convening the Court Meeting, and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>4</sup>	AGAINST the Scheme <sup>4</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009

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

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares registered in your name(s).
- If any proxy other than the Chairman of the Court Meeting is preferred, please strike out the words "the Chairman of the Court 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 (who must be an individual) to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the Court 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 SCHEME, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED "AGAINST the Scheme".** 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 Court Meeting other than that referred to in the Notice convening the Court Meeting or abstain.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, 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 thereof, with Hong Kong Registrars Limited, the share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, or returned by facsimile at number (852) 2368 3434 (marked for the attention of the "Company Secretary"), as soon as possible and in any event not later than 11:00 a.m. on 24 February 2009 (or such later time and date as may be announced) 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, provided always that the Chairman of the Extraordinary General Meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of a telex or cable or facsimile confirmation from the appointer that the instrument of proxy, duly signed, is in the course of transmission to the Company. However, if this form of proxy is not so lodged, it may be handed to the Chairman of the Court Meeting at the Court Meeting. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of your attending the Court Meeting 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 Court Meeting, 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 Court Meeting 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.