



# BIO-DYNAMIC GROUP LIMITED

## 生物動力集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00039)

**Form of proxy for use at the Annual General Meeting of the Company (the “Meeting”) to be held on Wednesday, 4 May 2011 at 10:00 a.m. (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

**BIO-DYNAMIC GROUP LIMITED** (“the Company”) **HEREBY APPOINT** <sup>4</sup> \_\_\_\_\_

of \_\_\_\_\_

or the Chairman of the Meeting to act as my/our proxy to attend and act for me/us on my/our behalf at the Meeting to be held at 2116 Hutchison House, 10 Harcourt Road, Hong Kong on Wednesday, 4 May 2011 at 10:00 a.m. (or at any adjournment thereof) convened for the purpose of considering and, if thought fit, passing the resolutions as set out in the Notice convening the Meeting and at such Meeting (or at any adjournment thereof), to vote for me/us as hereunder indicated<sup>5</sup>, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>5</sup>	AGAINST <sup>5</sup>
1	To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2010		
2	To re-elect Mr. Sun David Lee as Executive Director		
3	To re-elect Dr. Loke Yu as Independent Non-executive Director		
4	To re-elect Mr. Fu Hui as Executive Director		
5	To authorise the Board of Directors to fix the Directors’ remuneration		
6	To re-appoint Ernst & Young as Auditors and to authorise the Board of Directors to fix their remuneration		
7	To grant a general mandate to the Directors to issue and allot new shares of the Company		
8	To grant a general mandate to the Directors to repurchase shares of the Company		
9	To extend the general mandate to the Directors to issue additional shares repurchased by the Company		
10	To approve the refreshment of the 10% limit on grant of options under the Share Option Scheme		

Signature <sup>7</sup> \_\_\_\_\_

Date \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on poll, vote on his behalf.
4. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “or the Chairman of the Meeting” and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick in the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said Meeting other than those referred to in the Notice convening the Meeting.
6. The full text of resolutions nos. 7 to 10 appears in the Notice of the Meeting dated 25 March 2011.
7. 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 any officer or attorney duly authorised in writing.
8. In the case of joint registered holders of any share, any one of such persons may vote at the Meeting either personally or by proxy in respect of such share but if more than one of such joint holders is present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
9. 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 thereof, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting (or adjourned Meeting or the taking of the poll, as the case may be).
10. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
11. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.