



# BIO-DYNAMIC GROUP LIMITED

## 生物動力集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 039)

### Form of proxy for use at the Extraordinary General Meeting of the Company (the "Meeting") to be held on Monday, 11 January 2010 at 11:00 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>3</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 Falcon Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 11 January 2010 at 11:00 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>4</sup>, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS <sup>6</sup>		FOR <sup>5</sup>	AGAINST <sup>5</sup>
1	(a) To approve the Sale and Purchase Agreement and the transactions contemplated thereunder; and		
	(b) To approve the allotment and issue of 78,556,263 new Shares to China Food and Beverage Group Limited.		
2	(a) To approve the Option Agreement and the transactions contemplated thereunder; and		
	(b) To approve the exercise of the Option by the Company.		
3	To approve the renewal of the general mandate for the Directors to issue, allot and deal with additional Shares not exceeding 20% of the issued share capital of the Company in issue.		
4	To grant a general mandate to the Directors to purchase the Company's own Shares not exceeding 10% of the total nominal amount of the share capital of the Company in issue.		
5	To extend the general mandate to the Directors to issue repurchased Shares conditional upon the passing of resolution nos. (3) and (4).		

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 INITIALLED 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 the resolutions appears in the Notice of the Meeting dated 24 December 2009.
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 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.