



# China Bio Cassava Holdings Limited

## 中國生物資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8129)

### Proxy Form for use at the Annual General Meeting (or at any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each in the capital of the above-named Company,

HEREBY APPOINT the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the said Company to be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 20th May, 2014 at 10:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Ordinary Resolutions		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31st December 2013.		
2.	(a) To re-elect Mr. Kwan Kin Chung as an executive director.		
	(b) To re-elect Mr. Yu Huaguo as an executive director		
	(c) To re-elect Mr. Tam Kam Biu William as an executive director.		
	(d) To re-elect Mr. Poon Yu Keung as an executive director.		
	(e) To re-elect Mr. Hung Ching Fung as an executive director.		
	(f) To re-elect Mr. Leung Lap Yan as a non-executive Director.		
	(g) To re-elect Mr. Chow Wing Tung as independent non-executive Director.		
	(h) To re-elect Mr. Ko Wai Lun Warren as independent non-executive Director.		
	(i) To approve Directors' remuneration.		
3.	To re-appoint ZHONGLEI (HK) CPA Company Limited as auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the board of Directors to fix their remuneration.		
4A.	To grant a general mandate to the Directors to allot and issue shares of the Company ("Shares").		
4B.	To grant a general mandate to the Directors to repurchase Shares.		
4C.	To add the number of Shares repurchased by the Company to the general mandate referred to in Resolution 4(A).		

Date \_\_\_\_\_

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

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion.
- 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 order 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 of such power or authority, must be deposited at the principal place of business of the Company in Hong Kong, Unit 1810, 18/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting.
- In the case of joint holders, any one of such joint holders may vote at the Meeting, either personally or by proxy, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant share shall alone be entitled to vote in respect thereof.
- The proxy need not be a Member of the Company but must attend the Meeting in person to represent you. Appointment of a proxy will not preclude you from attending the Meeting in person.