



B & B Group Holdings Limited
(中國蜂業集團有限公司*)

(Incorporated in the Cayman Islands with limited liability)
 (Stock Code : 8156)
 (the "Company")

**Form of proxy for use at the 2005 annual general meeting (the "Annual General Meeting")
 to be held on 31 October 2005 or any adjournment thereof**

I/We¹ _____
 of _____
 being registered holder(s) of² _____ shares of HK\$0.01 each in the capital of the
 Company HEREBY APPOINT the Chairman of the Annual General Meeting or³ _____ of

_____ as my/our proxy/proxies to attend and vote for me/us at the Annual General Meeting (or at any adjournment thereof) of the
 Company, to be held at the 30th Floor, Sunshine Plaza, No. 353 Lockhart Road, Hong Kong on 31 October 2005 at 10:30
 a.m. and to vote in respect of the following resolutions as indicated and on any other business that may properly come
 before the Annual General Meeting:-

	ORDINARY RESOLUTIONS	For⁴	Against⁴
1.	To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 30 June 2005.		
2.	To declare a final dividend for the year ended 30 June 2005.		
3.	(a) To elect Professor Peter Chin Wan Fung as an independent non-executive director.		
	(b) To elect Mr. Chan Ting as an executive director.		
	(c) To elect Mr. Lau Hin Kun as an executive director.		
	(d) To elect Mr. Tian He Nian as an independent non-executive director.		
	(e) To authorise the board of directors of the Company to fix their remuneration.		
4.	To re-appoint W.H. Tang & Partners CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5.	To grant a general mandate to the directors of the Company to issue new shares in the Company.		
6.	To grant a general mandate to the directors of the Company to repurchase shares in the Company.		
7.	To extend the general mandate to issue new shares by adding the number of shares repurchased.		
8.	To refresh the limit on the grant of options under the existing Share Option Scheme adopted on 18 October 2002 to 10% of the shares in issue as at the date of this meeting.		

Signature⁵ _____ Dated _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in 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" and insert the name and address of the proxy desired in the space provided. **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 A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either 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 meeting other than that those referred to above.
- 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 executed either under seal or under the hand of an officer or attorney or other person duly authorised in writing.
- 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 certified copy thereof, must be delivered to the Company's branch share registrar in Hong Kong, Tengis Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjourned meeting.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only