MAXX BIOSCIENCE HOLDINGS LIMITED
(曼盛生物科技集團有限公司*)

(Incorporated in Bermuda with limited liability)

(stock code: 512)

FORM OF PROXY

Form of proxy for use at the special general meeting of the shareholders ("SGM") of MAXX Bioscience Holdings Limited (the "Company") to be held at 10:00 a.m. on Thursday, 23 September 2004 at Rooms 1910-1913, Hutchison House, 10 Harcourt Road, Central, Hong Kong.

I/We ______________________________ of ____ *(Note 1)*

being the registered holder(s) of ________________________________ *(Note 2)* shares of HK$0.01 each (the "Shares") in the share capital of the Company, HEREBY APPOINT ________________________________ of

____ *(Note 3)* to

act for me/us as my/our proxy at the SGM (or at any adjourned meetings thereof) to be held at 10:00 a.m. on Thursday, 23 September 2004 at Rooms 1910 - 1913, Hutchison House, 10 Harcourt Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing the resolution as set out in the notice (the "Notice") convening the SGM and at such meeting (or any adjourned meeting thereof) to vote for me/us and on my/our behalf in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy think fit.

ORDINARY RESOLUTION	FOR *(Note 4)*	AGAINST *(Note 4)*
To appoint KLL Associates CPA Ltd as new auditors of the Company to fill the vacancy left by the resignation of Moores Rowland Mazars		

Date: ______________________________ Signature: ______________________________ *(Note 5)*

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE A "✓" IN THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE A "✓" IN THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his/her vote at his/her discretion on any resolution which has been properly put to the SGM other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or the hand of an officer duly authorized on its behalf.
6. In case of joint registered holders of any Share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
7. 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, must be returned, by a shareholder whose name appears on the register of members at Computershare Hong Kong Investor Services Limited on Monday, 20 September 2004, to the Company Secretary, Mr. Lee Pak Chung, at Room 3802, Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or adjourned meeting thereof (as the case may be).
8. A proxy need not be a member of the Company but must attend the SGM in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the SGM if you so wish.

* *For identification only*