LifeTec 生命科技集團有限公司*
LifeTec Group Limited

(Incorporated in Bermuda with limited liability)

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

I/We[1] _____

of _____

being holder(s) of[2] _____ shares of HK$0.01 each in the capital of LifeTec Group Limited (the "Company"), HEREBY APPOINT[3] _____

of _____

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at 26th Floor, Central Tower, 28 Queen's Road Central, Hong Kong on Monday, 24 May 2004 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no indication is given, as my/our proxy thinks fit.

	Resolutions	For[4]	Against[4]
1.	To receive and consider the audited financial statements and the directors' report and the auditors' report for the year ended 31 December 2003.		
2.	(a) To re-elect Mr. Shan Shiyong, alias, Sin Sai Yung as director.		
	(b) To re-elect Mr. Wang Faqi as director.		
3.	To authorise the board of directors to fix their remuneration.		
4.	To re-appoint auditors and to authorise the board of directors to fix their remuneration.		
	Special Business		
5.	Ordinary Resolution – To give a general mandate to the directors of the Company to repurchase securities of the Company.		
6.	Ordinary Resolution – To give a general mandate to the directors of the Company to issue securities of the Company.		
7.	Ordinary Resolution – To extend the general mandate granted to the directors of the Company to issue securities by the nominal amount of securities repurchased.		
8.	Special Resolution – To amend the bye-laws of the Company.		

Dated this _____ day of _____ 2004 Signature(s)[5] _____

Notes:

1. Full name(s) and address 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 in the capital of the Company registered in your name(s).
3. Full name and address to be inserted in **BLOCK CAPITALS. IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** If no direction is given, the proxy will vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. 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 duly authorised.
6. 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 that power or authority, must be deposited at the branch share registrars of the Company in Hong Kong, Secretaries Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
7. In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Any alterations made in this form of proxy must be initialled.

* *For identification purposes only*