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 2006 extraordinary general meeting (the "Extraordinary General Meeting") to be held on 12th April, 2006 or any adjournment thereof

I/We[1] ______________________________

of ______________________________

being registered holder(s) of[2] ____________ shares of HK$0.01 each in the capital of the Company

HEREBY APPOINT the Chairman of the Extraordinary General Meeting or[3] ______________________________

of ______________________________

as my/our proxy/proxies to attend and vote for me/us at the Extraordinary 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 12th April, 2006 at 10:00 a.m. and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the Extraordinary General Meeting:

ORDINARY RESOLUTIONS	For[4]	Against[4]
1. To grant a general mandate to the directors of the Company to issue new shares in the Company.		
2. To grant a general mandate to the directors of the Company to repurchase shares in the Company.		
3. To extend the general mandate to issue new shares by adding the number of shares repurchased.		
4. To refresh the limit on the grant of options under the existing Share Option Scheme adopted on 18th October, 2002 to 10% of the shares in issue as at the date of this meeting.		
SPECIAL RESOLUTION		
5. To approve the change of name of the Company from "B & B Group Holdings Limited" to "International Lottery Services Group Holdings Limited" and the adoption of the new Chinese name "寀彩科技股份有限公司" to replace "中國蜂業集團有限公司" for identification purposes with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Cayman and that the board of directors of the Company be authorised to take all necessary actions to implement such change of name.		

Signature[5] ____________________ Dated ____________________

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) 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).
3. 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **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
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 or other person duly authorised in writing.
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 certified copy thereof, must be delivered to the Company's principal place of business at 30th Floor, Sunshine Plaza, No. 353 Lockhart Road, Hong Kong not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjourned meeting.
7. 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.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. 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*