眾彩科技股份有限公司*
CHINA VANGUARD GROUP LTD.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

Form of proxy for use at the 2006 extraordinary general meeting (the "Extraordinary General Meeting") to be held on 4th September, 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 4th September, 2006 at 10:00 a.m. and to vote in respect of the following resolution as indicated and on any other business that may properly come before the Extraordinary General Meeting:

ORDINARY RESOLUTION	For[4]	Against[4]
To approve, ratify and confirm the agreement dated 4th August, 2006 entered into between Loyalion Limited, a wholly owned subsidiary of the Company as Vendor and Davidson Agents Limited as Purchaser in relation to the disposal of a 55% and 100% equity interest in Wuhu Bee & Bee Natural Food Company Limited and Zhuhai Free Trade Zone Bee & Bee Natural Food Company Limited respectively by the Company at an aggregate consideration of HK$76,000,000 and that any one director of the Company be and is hereby authorised to do or execute all such acts or such other documents which the director may deem necessary, desirable or expedient to carry into effect or to give effect to the disposals.		

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*