



Biostime International Holdings Limited

合生元國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1112)

FORM OF PROXY FOR 2014 ANNUAL GENERAL MEETING TO BE HELD ON 8 MAY 2014

(or any adjournment thereof)

I/We¹ _____ (name)

of _____

(address) being the registered holder(s) of _____ shares² of HK\$0.01

each in the issued share capital of Biostime International Holdings Limited (the “Company”), HEREBY

APPOINT³ _____ (name)

of _____ (address)

or failing him/her, the chairman of the Annual General Meeting (the “Meeting”) of the Company to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Gloucester Room I, 3/F., The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 8 May 2014 at 9:30 a.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by “✓” in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1	To receive, consider and adopt the consolidated audited financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2013.		
2.	(a) To declare a final dividend equivalent to HK\$0.44 per ordinary share for the year ended 31 December 2013 to the shareholders of the Company which shall be distributed from retained profits of the Company; and		
	(b) To declare a special dividend equivalent to HK\$0.33 per ordinary share for the year ended 31 December 2013 to the shareholders of the Company which shall be distributed from retained profits of the Company		
3.	(a) (i) To re-elect Dr. Ngai Wai Fung as an independent non-executive Director of the Company ⁵ ;	(i)	(i)
	(ii) To re-elect Mr. Tan Wee Seng as an independent non-executive Director of the Company ⁵ ; and	(ii)	(ii)
	(iii) To re-elect Professor Xiao Baichun as an independent non-executive Director of the Company ⁵ .	(iii)	(iii)
	(b) To authorise the board of Directors (the “Board”) of the Company to fix the remuneration of the Directors of the Company.		
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution ⁶ .		
6.	To grant a general mandate to the Directors to purchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution ⁶ .		
7.	To extend the general mandate granted under resolution no. 5 by adding the shares purchased pursuant to the general mandate granted by resolution no. 6 ⁶ .		

Dated this _____ day of _____ 2014

Signature⁷ _____

Contact Telephone No. _____

Notes:

1. Full name(s) and address(es) as shown in the register of the Company to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. Any shareholder may appoint one or more proxies to attend the Meeting and vote for him/her. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.** A proxy need not be a shareholder of the Company, but must attend the Meeting (or any adjournment thereof) to represent you. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If this form of proxy is returned duly signed but no direction is given, your proxy may vote for or against the resolution or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. There will be three Director vacancies to be filled at the Meeting following the retirement by rotation of Dr. Ngai Wai Fung, Mr. Tan Wee Seng and Professor Xiao Baichun at the Meeting. If there are more than three candidates standing for election at the Meeting, each resolution proposing that a candidate be appointed as a Director will provide for a method to determine which three candidates shall be elected as Directors as follows:

“**THAT** subject to the number of net votes cast in relation to this resolution (net votes being votes cast in favour minus votes cast against this resolution) being among the three highest numbers of net votes cast on each of the resolutions for the appointment of a person as a Director of the Company at the Annual General Meeting to be held on 8 May 2014 or on the date of its adjournment (where applicable) (the “**2014 Annual General Meeting**”), [name of candidate] be and is hereby appointed as a Director of the Company with effect from the conclusion of 2014 Annual General Meeting, provided that if any three or more of such resolutions record the same number of net votes (the “**Tied Resolutions**”), the ranking of the Tied Resolutions from highest to lowest number of net votes shall be determined by the drawing of lots by the chairman of the Meeting.”
6. The full text of resolutions nos. 5 to 7 are set out in the notice of the Meeting.
7. 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 either executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
8. In the case of joint registered holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either 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 shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
9. In order to be valid, this completed form of proxy together with the power of attorney (if any) under which it is signed or a notarially certified copy such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong thereof, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
10. If you have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and lodging it with the Company’s Hong Kong branch share registrar. In order to be valid for voting purposes, this latter proxy form should be received by the Company’s Hong Kong branch share registrar not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting (as the case may be) (“**Closing Time**”). If this latter proxy form is lodged with the Company’s Hong Kong branch share registrar after the Closing Time, it will be invalid for voting purpose. However, it will revoke any previous proxy form and any vote that may be cast by the purported proxy will not be counted in any poll taken on a proposed resolution.
11. The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.
12. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the notice of the Meeting will be decided by poll at the Meeting.
13. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.