



GLOBAL BIO-CHEM TECHNOLOGY GROUP COMPANY LIMITED

大成生化科技集團有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00809)

PROXY FORM

Form of proxy for use by shareholders at the physical extraordinary general meeting (the "Meeting") to be convened at Room 901-905, 9th Floor, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Thursday, 3 August 2023 at 10:30 a.m. (or any adjournment thereof)

I/We (note a) _____ of _____ being the registered holder(s) of _____ (note b) shares of HK\$0.10 each in the capital of Global Bio-chem Technology Group Company Limited (the "Company") hereby appoint the chairman of the Meeting or _____ of _____

to act as my/our proxy (note c) at the Meeting to be held at Room 901-905, 9th Floor, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Thursday, 3 August 2023 at 10:30 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll. (note d)

ORDINARY RESOLUTION		FOR	AGAINST
1 [#] .	<p>(a) To ratify, confirm and approve the entering into of the second supplemental agreement dated 2 June 2023 (the "Second Supplemental Agreement") between the Company and Modern Agricultural Industry Investment Limited (the "Bondholder") in respect of the extension of the maturity date of the convertible bonds issued by the Company to the Bondholder on 15 October 2015 (the "Convertible Bonds") from 15 June 2023 to 30 September 2025 and the transaction contemplated thereunder;</p> <p>(b) To approve the granting of specific mandate to the directors of the Company to allot and issue the conversion shares upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds as amended by the Second Supplemental Agreement; and</p> <p>(c) To authorise the directors of the Company to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to implement and/or give effect to the Second Supplemental Agreement and the transaction contemplated thereunder.</p>		
SPECIAL RESOLUTION		FOR	AGAINST
2 [#] .	To approve the whitewash waiver granted or to be granted by the executive director (or any delegate of the executive director) of the Corporate Finance Division of the Securities and Futures Commission to the Bondholder pursuant to Note 1 to the Notes on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers.		

[#] Full text of the resolution is set out in the notice of the extraordinary general meeting.

Dated this _____ day of _____ 2023

Shareholder's signature x _____ x (notes e to j)

- Notes:
- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
 - b 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 share capital of the Company registered in your name(s).
 - c A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the Meeting or" and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he/she is the holder of two or more shares, more proxies to attend and vote instead of him/her.
 - d If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the Meeting.
 - e In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
 - f The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
 - g 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 of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Tengis Limited (the "Registrar") of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting (i.e. at or before 10:30 a.m. on Tuesday, 1 August 2023 (Hong Kong time) or any adjournment thereof).
 - h For the purpose of determining shareholders of the Company who are qualified for attending the Meeting, the register of members of the Company will be closed from Friday, 28 July 2023 to Thursday, 3 August 2023 (both days inclusive), during which period no transfer of the shares of the Company will be effected. In order to qualify for attending the Meeting, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Registrar at the above address by no later than 4:30 p.m. on Thursday, 27 July 2023.
 - i Delivery of an instrument appointing a proxy should not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
 - j Any alteration made to this form should be initialled by the person who signs the form.

*for identification purposes only