



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 at 8:00 a.m. on Sunday, 31 December 2023 (or any adjournment or postponement 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 at 8:00 a.m. on Sunday, 31 December 2023 or at any adjournment or postponement thereof and to vote on my/our behalf as directed below.

Capitalised terms used in this proxy form shall have the same meaning as those defined in the notice of the Meeting as set out in circular of the Company dated 14 December 2023, unless otherwise specified.

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>"THAT:</p> <p>(a) the Subscription Agreement and all the transactions contemplated thereunder and in connection therewith (including the issue of the Subscription CPS, allotment and issue of the Conversion Shares upon exercise of the conversion rights by the holder(s) of the Subscription CPS) and any documents in connection therewith be and are hereby approved, confirmed and ratified; and</p> <p>(b) subject to and conditional upon the Listing Committee having granted the listing of, and permission to deal in, the Conversion Shares to be allotted and issued, the Directors be and are hereby granted the Specific Mandate to exercise the power of the Company to allot and issue the Conversion Shares; and</p> <p>(c) any one or more of the Directors be and are hereby authorised for and on behalf of the Company to do all such act and things, to sign, execute and deliver all such documents and agreements (including the affixation of the common seal of the Company where required) on behalf of the Company and to do all such other things and to take all such actions as he may, in his absolute discretion, consider necessary, desirable, appropriate and expedient for the purpose of giving effect to or in connection with the Subscription Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Subscription Agreement) as are, in the opinion of such Director(s), in the interest of the Company and its Shareholders as a whole."</p>		
2.#	<p>"THAT:</p> <p>(a) the proposed Increase in Authorised Share Capital be and is hereby approved; and</p> <p>(b) any one or more Directors be and are hereby authorised to do all such acts and things, to sign and execute all such documents (including the affixation of the common seal of the Company where required), and to take all such steps as the Director(s) consider necessary, desirable, appropriate or expedient in connection with the implementation of and giving effect to or in connection with the Increase in Authorised Share Capital."</p>		

SPECIAL RESOLUTION	FOR	AGAINST
<p>3.# “THAT subject to and conditional upon the passing of the ordinary resolution no. 2 above, the Proposed Amendments to the Existing M&A as set out in Appendix II of the circular be and are hereby approved, and the Amended M&A are hereby approved; the Amended M&A, which incorporates and consolidates all the Proposed Amendments, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing M&A with immediate effect and that any one or more Directors be and are hereby authorised to do all acts and things necessary, appropriate, desirable or expedient to give effect to the Proposed Amendments and the adoption of the Amended M&A, including but not limited to, attending to any necessary registration and/or filing of the Amended M&A and all requisition documents for and on behalf of the Company.”</p>		

Full text of the resolution is set out in the notice of the Meeting.

Dated this _____ day of _____ 2023.

Shareholder’s signature: _____ (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, or his/her attorney duly authorised in writing, or if the Shareholder is a corporation, either under its 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 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 8:00 a.m. on Friday, 29 December 2023 (Hong Kong time)) or any adjournment or postponement thereof.
- h For the purpose of determining Shareholders who are qualified for attending the Meeting, the register of members of the Company will be closed on Sunday, 31 December 2023, 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 Saturday, 30 December 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 or postponement 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