



WEALTHMARK INTERNATIONAL (HOLDINGS) LIMITED

和寶國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 039)

Form of proxy for use at the Extraordinary General Meeting of the Company (the "Meeting") to be held on 16 July 2007 at 10:00 a.m. (or at any adjournment thereof)

I/We ¹ _____
of _____
being the registered holder(s) of ² _____
shares of HK\$0.10 each in the capital of **WEALTHMARK INTERNATIONAL (HOLDINGS) LIMITED** ("the Company")

HEREBY APPOINT ³ _____
of _____
or the Chairman of the Meeting to act as my/our proxy to attend and act for me/us on my/our behalf at the Meeting to be held at The Ritz-Carlton Hotel, 3 Connaught Road, Central, Hong Kong, Chater Room I, Level B1 on 16 July 2007 at 10:00 a.m. (or at any adjournment thereof) convened for the purpose of considering and, if thought fit, passing the resolution as set out in the Notice convening the Meeting and at such Meeting (or at any adjournment thereof), to vote for me/us as hereunder indicated⁴, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS⁵	FOR⁴	AGAINST⁴
1.	To approve the BAPP Acquisition Agreement and the transactions contemplated thereunder, including the allotment and issue of 96,000,000 new Shares to BAPP Enzyme Engineering Limited;		
2.	To approve the CEC Acquisition Agreement and the transactions contemplated thereunder, including the allotment and issue of 80,000,000 new Shares to CEC Agricapital Group Limited;		
3.	To approve the Disposal Agreement and the transactions contemplated thereunder;		
4.	To approve the New Processing Agreement and to approve the Annual Caps thereunder;		
5.	To grant a general mandate to the Directors to issue and allot new Shares of the Company;		
6.	To grant a general mandate to repurchase Shares of the Company; and		
7.	To extend the general mandate to the Directors to issue additional Shares conditional upon the passing of resolution nos. 5 and 6.		

Signature ⁶ _____ Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). 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).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "or the Chairman of the Meeting" and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick in the 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 said Meeting other than those referred to in the Notice convening the Meeting.
- The full text of the resolutions appears in the Notice of the Meeting dated 29 June 2007.
- 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 under its common seal or under the hand of any officer or attorney duly authorised in writing.
- In the case of joint registered holders of any share, any one of such persons may vote at the Meeting either personally or by proxy in respect of such share but if more than one of such joint holders is present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 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 notarially certified copy thereof, must be lodged with the Company Branch Share Registrar in Hong Kong, Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting (or adjourned Meeting or the taking of the poll, as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.