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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Natural Beauty Bio-Technology Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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自然美
natural beauty

Natural Beauty Bio-Technology Limited
自然美生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00157)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Natural Beauty Bio-Technology Limited to be held at 3:00 p.m. on 24 May 2010 (Monday) at McKinley Room of Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong is set out on pages 22 to 25 of this circular. A form of proxy for use in connection with the annual general meeting is enclosed herewith. Whether or not you are able to attend, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

1 April 2010

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DEFINITIONS

“AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on 24 May 2010 (Monday) at McKinley Room of Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong, for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular
“AGM Notice”	the notice convening the AGM set out on pages 22 to 25 of this circular
“Articles”	the existing articles of association of the Company
“Code”	the Codes on Takeovers and Mergers and Share Repurchases
“Company”	Natural Beauty Bio-Technology Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 March 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the existing memorandum of association of the Company
“New Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares in the capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Future Commission Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the share(s) of HK\$0.1 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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Natural Beauty Bio-Technology Limited

自然美生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00157)

Executive Directors:

Dr. TSAI Yen-Yu (*alias TSAI Yen-Pin*) (*Chairman*)

Mr. LEE Ming-Ta (*alias Lee Ming-Tah*)

Non-Executive Directors:

Dr. Su Chien-Cheng

Dr. Su Sh-Hsyu

Mr. Patrick Thomas SIEWERT

Mr. Gregory Michael ZELUCK

Ms. FENG Janine Junyuan

Ms. NG Shieu Yeing Christina

Independent Non-Executive Directors:

Mr. Francis GOUTENMACHER

Ms. Su-Mei THOMPSON

Mr. CHEN Ruey-Long

Mr. YANG Tze-Kaing

Registered office:

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal place of business

in Hong Kong:

Unit 3512, 35/F, The Center

99 Queen's Road Central

Central

Hong Kong

1 April 2010

To the Shareholders

Dear Sirs or Madams,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to:

- (a) grant of the New Issue Mandate to issue Shares;

LETTER FROM THE BOARD

- (b) grant of the Repurchase Mandate for repurchase by the Company of its own Shares;
- (c) grant of general extension mandate to extend the New Issue Mandate to include Shares repurchased under the Repurchase Mandate; and
- (d) re-election of Directors.

GENERAL MANDATE TO ISSUE SECURITIES

At the last annual general meeting of the Company held on 5 June 2009, the Directors were given a general mandate to allot and issue new Shares. The mandate will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to allot, issue and deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares, and to make or grant offers, agreements or options which might require the exercise of such powers, with an aggregate nominal value of not exceeding 20% of the aggregate nominal amount of the existing share capital of the Company in issue on the date of passing the relevant resolution. In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase by it of Shares without the prior approval of the Stock Exchange. The New Issue Mandate may only continue in force during the period ending on the earlier of the date of the next annual general meeting or the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in a general meeting of the Company. As at the Latest Practicable Date, on the basis of 2,002,100,932 existing Shares in issue, the New Issue Mandate could result in up to 400,420,186 new Shares being issued by the Company. The Directors have no present intention to issue any new Shares pursuant to the New Issue Mandate. Save as disclosed above, the Company did not obtain any other general mandate or special mandate to issue securities in the past 12 months.

GENERAL MANDATE TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 5 June 2009, the Directors were given a general mandate to repurchase Shares. The mandate will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to exercise all the powers of the Company to repurchase issued and fully-paid Shares. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing the relevant resolution. On the basis of 2,002,100,932 existing Shares in issue as at the Latest Practicable Date, the Repurchase Mandate could result in up to 200,210,093 Shares being repurchased by the Company. The Company's authority is restricted to purchases made on the Stock Exchange in accordance with the Listing Rules. The Repurchase Mandate allows the Company to make or agree to make purchases only during the period ending on the earlier of the date of the next annual general meeting or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of

LETTER FROM THE BOARD

the Company. An explanatory statement giving the particulars required under the Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in the Appendix I of this circular. Save as disclosed above, the Company did not obtain any other general mandate to repurchase Shares in the past 12 months.

GENERAL EXTENSION MANDATE

In addition, if the Repurchase Mandate and the New Issue Mandate are granted, an ordinary resolution will be proposed at the AGM that the Directors be granted an extension of New Issue Mandate, which provides that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the New Issue Mandate.

RE-ELECTION OF THE DIRECTORS

Pursuant to article 100 of the Company's articles of association, any new director appointed shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election. Mr. Patrick Thomas SIEWERT, Mr. Gregory Michael ZELUCK, Ms. FENG Janine Junyuan, Ms. NG Shieu Yeing Christina, Mr. Francis GOUTENMACHER, Ms. Su Mei THOMPSON, Mr. CHEN Ruey Long and Mr. YANG Tze Kaing as a result will retire at the AGM and being eligible, offer themselves for re-election.

In addition, pursuant to article Article 117 of the Company's articles of association, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then a number not less than one-third, shall retire from office by rotation at the AGM and being eligible, offer themselves for re-election. Mr. LEE Ming-Ta and Dr. SU Chien-Cheng will retire by rotation and, being eligible, offer themselves for re-election.

Particulars of Directors proposed to be re-elected at the AGM are set out in Appendix II of this circular.

ANNUAL GENERAL MEETING

The Company will convene the AGM at 3:00 p.m. on 24 May 2010 (Monday) at McKinley Room of Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong at which resolutions will be proposed for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular. The notice of the AGM is set out on pages 22 to 25 of this circular of the Company.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shops 1712-16, 17th 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.

LETTER FROM THE BOARD

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. The result of the poll will be published on the HKExnews website at www.hkexnews.hk and the Company's website at www.nblife.com/ir on the same day of the AGM.

RECOMMENDATION

The Directors believe that the Repurchase Mandate, the New Issue Mandate, the extension of the New Issue Mandate and the re-election of Directors are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the resolutions set out in the AGM Notice.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other matters the omission of which would make any statement in this circular misleading.

As at the date of this circular, the board of the Company comprises Dr. Tsai Yen-Yu and Mr. Lee Ming-Ta as executive directors, Dr. Su Chien-Cheng, Dr. Su Sh-Hsyu, Mr. Patrick Thomas Siewert, Mr. Gregory Michael Zeluck, Ms. Feng Janine Junyuan and Ms. Ng Shieu-Yeing Christina as non-executive directors and Mr. Francis Goutenmacher, Ms. Su-Mei Thompson, Mr. Chen Ruey-Long and Mr. Yang Tze-Kaing as independent non-executive directors.

Yours faithfully,
By order of the Board
Dr. Tsai Yen Yu
Chairman

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at 26 March 2010, being the Latest Practicable Date, the issued and fully-paid share capital of the Company was 2,002,100,932 shares of HK\$0.10 each.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 200,210,093 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with its memorandum and articles of association and the laws of the Cayman Islands. The Company may not purchase shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

On the basis of the consolidated financial position of the Company as at 31 December 2009 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of issued Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position but that there would not be any material adverse impact on the gearing position of the Company in the event that purchases of all the Shares, the subject of the Repurchase Mandate, were to be carried out in full during the period of the Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such extent as could, in the circumstance, have a material adverse effect on the working capital or the gearing level of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention, in the event that the proposal is approved by the Shareholders, to sell their Shares to the Company or its subsidiaries under the Repurchase Mandate. No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company or its subsidiaries nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Company is authorised to make purchases of the Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Cayman Islands, and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company.

6. EFFECT OF THE CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of substantial shareholders of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of SFO, were as follows:

Name of Shareholder	<i>Note</i>	Current percentage interest in the issued share capital of the Company	Percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full	Number of shares beneficially held
Efficient Market Investments Limited	1	41.88%	46.54%	838,530,000
Adventa Group Limited	1	11.82%	13.13%	236,580,000
Fortune Bright Group Limited	1	11.82%	13.13%	236,580,000
Standard Cosmos Limited	2	65.63%	72.93%	1,314,030,000
Starsign International Limited	2	65.63%	72.93%	1,314,030,000
Next Focus Holdings Limited	3	65.63%	72.93%	1,314,030,000
Dr. Tsai Yen-Yu	3	65.63%	72.93%	1,314,030,000
Mr. Lee Ming-Ta	4	65.63%	72.93%	1,314,030,000
Dr. Su Chien-Cheng	5	65.63%	72.93%	1,314,030,000
Dr. Su Sh-Hsyu	5	65.63%	72.93%	1,314,030,000
CANB Limited	6	65.63%	72.93%	1,314,030,000
CA North Beach Limited	6	65.63%	72.93%	1,314,030,000
Carlyle Asia Partners III, L.P.	6	65.63%	72.93%	1,314,030,000
Martin Currie Inc.	7	6.52%	7.24%	130,491,000
Martin Currie Investment Management	7	4.73%	5.26%	94,805,000
Martin Currie Ltd	7	11.25%	12.50%	225,296,000
Martin Currie (Holdings) Ltd	7	11.25%	12.50%	225,296,000
Keywise Capital Management (HK) Limited		9.05%	10.06%	181,210,000

Notes:

1. Efficient Market Investments Limited, Adventa Group Limited and Fortune Bright Group Limited are beneficially wholly-owned by Standard Cosmos Limited.
2. Starsign International Limited is the sole shareholder of Standard Cosmos Limited, which, in turn, is the sole shareholder of Efficient Market Investments Limited, Adventa Group Limited and Fortune Bright Group Limited. As such, the 1,311,690,000 Shares of the Company collectively held by Efficient Market Investments Limited, Adventa Group Limited and Fortune Bright Group Limited and 2,340,000 Shares of the Company held directly by Standard Cosmos Limited (totalling 1,314,030,000 Shares of the Company) are attributable to Standard Cosmos Limited and Starsign International Limited.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

3. Dr. Tsai Yen-Yu directly owns 40% of Next Focus Holdings Limited, which, in turn, directly owns 50% of Starsign International Limited. As such, the 1,314,030,000 shares of the Company in which Starsign International Limited is interested are attributable to Dr. Tsai Yen-Yu.
4. Mr. Lee Ming-Ta is the spouse of Dr. Tsai Yen-Yu and accordingly, is deemed to be interested in the 1,314,030,000 Shares of the Company attributable to Dr. Tsai Yen-Yu pursuant to Section 316 of the SFO.
5. Each of Dr. Su Chien-Cheng and Dr. Su Sh-Hsyu is taken to be interested in the 1,314,030,000 Shares of the Company which are indirectly owned by Starsign International Limited pursuant to Sections 317 and 318 of the SFO by virtue of Dr. Su Chien-Cheng and Dr. Su Sh-Hsyu being parties to a shareholders' agreement dated 15 October 2009 which imposes obligations or restrictions on the parties thereto with respect to their use, retention or disposal of their interest in shares of the Company.
6. Carlyle Asia Partners III, L.P. is the sole shareholder of CA North Beach Limited, which, in turn, is the sole shareholder of CA NB Limited. CA NB Limited directly owns 50% of Starsign International Limited. As such, the 1,314,030,000 Shares of the Company in which Starsign International Limited is interested are attributable to CA NB Limited, CA North Beach Limited and Carlyle Asia Partners III, L.P.
7. Martin Currie (Holdings) Limited is the sole shareholder of Martin Currie Ltd, which, in turn, is the sole shareholder of Martin Currie Inc and Martin Currie Investment Management. Martin Currie Inc and Martin Currie Investment Management directly hold 130,491,000 (approximately 6.52%) and 94,805,000 (approximately 4.73%) of the Shares of the Company, respectively. As such, the 225,296,000 Shares of the Company (approximately 11.25%) held by Martin Currie Inc and Martin Currie Investment Management are attributable to Martin Currie Ltd and Martin Currie (Holdings) Limited.

On the basis of the current shareholding of the Company, an exercise of the Repurchase Mandate in full will result in Efficient Market Investments Limited, Standard Cosmos Limited, Starsign International Limited, Next Focus Holdings Limited, Dr. Tsai Yen-Yu, Mr. Lee Ming-Ta, Dr. Su Chien-Cheng, Dr. Su Sh-Hsyu, CA NB Limited, CA North Beach Limited and Carlyle Asia Partners III, L.P. becoming obliged to make a mandatory offer under Rule 26 of the Takeover Code. The Directors also have no intention to exercise the repurchase mandate to such extent that would give rise an obligation to them to make a mandatory offer under Rule 26 of the Code or result in the amount of shares held by the public being reduced to less than 25%.

7. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2009		
March	1.20	0.84
April	1.35	0.94
May	1.37	0.96
June	1.48	1.20
July	1.44	1.25
August	1.44	1.28
September	1.45	1.18
October	1.48	1.29
November	1.35	1.25
December	1.39	1.26
2010		
January	1.55	1.34
February	1.48	1.37
March (up to Latest Practicable Date)	1.50	1.29

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding this document, the Company had not repurchased any Shares whether on the Stock Exchange or otherwise.

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

Mr. Patrick Thomas SIEWERT

Non-Executive Director

Mr. Patrick Thomas SIEWERT (“Mr. Siewert”), aged 54, is currently a director of the Company and a senior director of Carlyle Asia Investment Advisors Limited based in Hong Kong. Mr. Siewert has been working at Carlyle since April 2007. Mr. Siewert currently sits on the board of directors of a variety of companies in which funds of Carlyle have investments, including kbro Co., Ltd., Zhejiang Kaiyuan Hotel Management Co., Ltd. and Coates Hire Limited. Mr. Siewert also sits on the board of directors of Avery Dennison Corporation and Computime International Limited. Mr. Siewert has also been the chairman of Eastern Broadcasting Company Limited since August 2008. Prior to joining Carlyle, Mr. Siewert worked at The Coca-Cola Company from 2001 to 2007 as group president and chief operating officer Asia, and was previously president of Kodak Professional and senior vice president of Eastman Kodak Company. Mr. Siewert received a Master of Science degree in service management from Rochester Institute of Technology and a Bachelor of Science degree in business administration from Elmhurst College.

Save as disclosed above, Mr. Siewert has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Siewert is not connected with any directors, senior management, substantial or controlling shareholders of the Company nor has any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Mr. Siewert was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

There has not been any service contract entered into between Mr. Siewert and the Company.

Mr. Siewert is subject to retirement and re-election at the AGM of the Company in accordance with the Articles.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Siewert’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Gregory Michael ZELUCK*Non-Executive Director*

Mr. Gregory Michael ZELUCK (“Mr. Zeluck”), aged 48, is currently a director of the Company and a managing director of Carlyle Asia Investment Advisors Limited and has been working at Carlyle since July 1998. At Carlyle, Mr. Zeluck has overseen investments in a variety of companies across Asia, including Taiwan Broadband Communications Co., Ltd, Eastern Broadcasting Company Limited, Pacific China Holdings Limited, kbro Co., Ltd., Ta Chong Bank Limited and Natural Beauty Bio-Technology Limited. Mr. Zeluck currently sits on the board of directors of a number of companies in which funds of Carlyle have investments, including, without limitation, Caribbean Group, Hyundai Communications & Network Co. Limited, Eastern Broadcasting Company Limited, kbro Co., Ltd. and Ta Chong Bank Limited. Prior to joining Carlyle, Mr. Zeluck worked in Merrill Lynch’s Asian high yield team and spent 13 years in Lehman Brothers’ corporate finance and merchant banking groups, approximately four of which were spent in Asia. Mr. Zeluck received a Bachelor of Arts degree from Princeton University, graduating magna cum laude in East Asian studies.

Save as disclosed above, Mr. Zeluck has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Zeluck is not connected with any directors, senior management, substantial or controlling shareholders of the Company nor has any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Mr. Zeluck was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

There has not been any service contract entered into between Mr. Zeluck and the Company.

Mr. Zeluck is subject to retirement and re-election at the AGM of the Company in accordance with the Articles.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Zeluck’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. FENG Janine Junyuan*Non-Executive Director*

Ms. FENG Janine Junyuan (“Ms. Feng”), aged 41, is currently a director of the Company and a managing director of Carlyle Asia Investment Advisors Limited based in Hong Kong and is focused on Asian buyout and growth capital investments in sectors including consumer, financial services, industrial and healthcare. Ms. Feng has been working at Carlyle since 1998, and has been responsible for several investments in China. Ms. Feng currently serves as a director of China Pacific Insurance (Group) Company Limited. Prior to joining Carlyle, Ms. Feng was a senior associate at Credit Suisse First Boston’s investment banking group in New York. Ms. Feng received a Master of Business Administration degree from Harvard Business School and a Bachelor of Arts degree, summa cum laude and Phi Beta Kappa, from Middlebury College.

Save as disclosed above, Ms. Feng has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Ms. Feng is not connected with any directors, senior management, substantial or controlling shareholders of the Company nor has any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Ms. Feng was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

There has not been any service contract entered into between Ms. Feng and the Company.

Ms. Feng is subject to retirement and re-election at the AGM of the Company in accordance with the Articles.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Ms. Feng’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. NG Shieu-Yeing Christina*Non-Executive Director*

Ms. NG Shieu-Yeing Christina (“Ms. Ng”), aged 37, is currently a director of the Company and a director of Carlyle Asia Investment Advisors Limited based in Hong Kong. Ms. Ng has been working at Carlyle since 1998 and has been a director since January 2006. At Carlyle, Ms. Ng has overseen investments in, among others, Taiwan Broadband Communications Co., Ltd, Eastern Broadcasting Company Limited, China Pacific Insurance (Group) Company Limited, kbco Co., Ltd. and Natural Beauty Bio-Technology Limited. Ms. Ng currently sits on the board of directors of a number of companies in which funds of Carlyle have investments, including, kbco Co., Ltd. and Eastern Broadcasting Company Limited. Prior to joining Carlyle, Ms. Ng was an associate with Exor Asia, the direct investment arm of the Agnelli Group of Italy from 1997 to 1998. Ms. Ng received a Bachelor of Science degree in management science from the Massachusetts Institute of Technology.

Save as disclosed above, Ms. Ng has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Ms. Ng is not connected with any directors, senior management, substantial or controlling shareholders of the Company nor has any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Ms. Ng was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

There has not been any service contract entered into between Ms. Ng and the Company.

Ms. Ng is subject to retirement and re-election at the AGM of the Company in accordance with the Articles.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Ms. Ng’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Francis GOUTENMACHER*Independent Non-executive Director*

Mr. Francis GOUTENMACHER (“Mr. Goutenmacher”), aged 68, a director of the Company and had worked closely with some of the most prestigious names in the business, including Cartier, Van Cleef & Arpels, Piaget, Vacheron Constantin, Alfred Dunhill and Jaeger-LeCoultre, etc. He had also been the Managing Director of Cartier France, the CEO of Piaget International, and the President of The Hong Kong Watch Importers’ Association from 2004 to 2006. Mr. Goutenmacher was also the former CEO of Richemont Asia Pacific, one of the world’s leading luxury groups and in 2006, retired from Richemont and established Gouten Consulting Limited to help luxury brands with their marketing and strategic development of their luxury brands in the challenging and rapidly emerging market of Asia-Pacific. Mr. Goutenmacher is currently an independent non-executive director of I.T Limited, whose shares are listed on the Stock Exchange of Hong Kong Limited. He is also a director of Gouten Consulting Limited, an advisor to several local luxury groups, and sits on the board of directors of several non-listed companies.

Save as disclosed above, Mr. Goutenmacher has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Goutenmacher is not connected with any directors, senior management, substantial or controlling shareholders of the Company nor has any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Mr. Goutenmacher was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Mr. Goutenmacher entered into a service contract with the Company for a term of three years with effect from 1 February 2010 with an annual fee of HK\$240,000. The director’s fee payable to Mr. Goutenmacher was fixed by the Board pursuant to the authority granted by the Shareholders at the AGM.

Mr. Goutenmacher is subject to retirement and re-election at the AGM of the Company in accordance with the Articles.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Goutenmacher’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. Su-Mei THOMPSON

Independent Non-executive Director

Ms. Su-Mei THOMPSON (“Ms. Thompson”), aged 43, obtained her Master of Business Administration (Dean’s List) degree from IMD of Lausanne, Switzerland in 2001, a BCL (1st class) degree from Oxford University, England in 1989 and a BA (Law) degree from Cambridge University, England in 1987 and is a UK qualified solicitor. Ms. Thompson is currently a director of the Company and the Executive Director of The Women’s Foundation, a leading Non-Government Organisation promoting the advancement of women in Hong Kong. Previously, she held senior regional management positions at Walt Disney Television Asia-Pacific where she was Regional Director of Legal & Business Affairs, the Financial Times where she served as Managing Director for Asia and a member of the FT’s Global Management Board, and Christie’s where she was Senior Vice-President, Strategic Business Development for Asia. She started her career as a corporate finance lawyer at Linklaters and served in the firm’s London, Paris and Hong Kong offices. Ms. Thompson is currently on the Board of Save The Children Hong Kong and is a Corporate Member of The Cheltenham Ladies College in the United Kingdom.

Save as disclosed above, Ms. Thompson has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Ms. Thompson is not connected with any directors, senior management, substantial or controlling shareholders of the Company nor has any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Ms. Thompson was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Ms. Thompson entered into a service contract with the Company for a term of three years with effect from 1 February 2010 with an annual fee of HK\$240,000. The director’s fee payable to Ms. Thompson was fixed by the Board pursuant to the authority granted by the Shareholders at the AGM.

Ms. Thompson is subject to retirement and re-election at the AGM of the Company in accordance with the Articles.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Ms. Thompson’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. CHEN Ruey-Long*Independent Non-executive Director*

Mr. CHEN Ruey-Long (“Mr. Chen”), aged 61, obtained his Bachelor degree of Economic from National Chung-Hsing University in 1970. He was the Minister of the Ministry of Economic Affairs of Taiwan from 2006 to 2008. Prior to that, he held various positions and represented the Ministry of Economic Affairs of Taiwan in various countries and was based in Switzerland from 1987 to 1996 and in Belgium from 1974 to 1979. Mr. Chen was the Board Chairman of the Institute for Information Industry in Taiwan from 2008 to 2009, and he is currently a director of the Company and the Board Chairman of SINOCON Industrial Standards Foundation in Taiwan, the Board Chairman of Teknowledge Development Corp. in Taiwan, a board member of SICDC Ltd. & SICDC Vision Technology Ltd. in BVI, a member of the Advisory Board of Newport Digital Technologies, Inc. in USA and an independent director of Bank of Panhsin in Taiwan.

Save as disclosed above, Mr. Chen has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Chen is not connected with any directors, senior management, substantial or controlling shareholders of the Company nor has any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Mr. Chen was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Mr. Chen entered into a service contract with the Company for a term of three years with effect from 1 February 2010 with an annual fee of HK\$240,000. The director’s fee payable to Mr. Chen was fixed by the Board pursuant to the authority granted by the Shareholders at the AGM.

Mr. Chen is subject to retirement and re-election at the AGM of the Company in accordance with the Articles.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Chen’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. YANG Tze-Kaing

Independent Non-executive Director

Mr. YANG Tze-Kaing (“Mr. Yang”), aged 55, obtained his Master of Business Administration degree from University of Illinois at Urbana-Champaign, USA in 1982 and his PhD in Strategic Management from National Chengchi University of Taiwan in 1987. He is currently a director of the Company and a professor of the Department of Business Administration in National Chengchi University, the Chairman of Yangtze Associates, the President of Huiyang Private Equity Fund Co., Ltd., the Supervisor of ASUSTeK Computer Inc., a director of Taiwan Stock Exchange Corporation and RITEK Corporation, an independent director of AU Optronics Corporation, and ASROCK Incorporation. Mr. Yang was also the Deputy Minister of the Ministry of Finance of Taiwan, the Managing Director and Acting Chairman of Bank of Taiwan, the President of China Development Industrial Bank of Taiwan and an associate professor in National Chengchi University and National Chiao Tung University.

Save as disclosed above, Mr. Yang has not held any directorship in any public company listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Yang is not connected with any directors, senior management, substantial or controlling shareholders of the Company nor has any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Mr. Yang was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Mr. Yang entered into a service contract with the Company for a term of three years with effect from 1 February 2010 with an annual fee of HK\$240,000. The director’s fee payable to Mr. Yang was fixed by the Board pursuant to the authority granted by the Shareholders at the AGM.

Mr. Yang is subject to retirement and re-election at the AGM of the Company in accordance with the Articles.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Yang’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. LEE Ming-Ta*Vice Chairman/ Executive Director*

Mr. LEE Ming-Ta (“Mr. Lee”), aged 62, the husband of Dr. Tsai, is the Chairperson and an executive director of the Group. Mr. Lee is also the father of Dr. Su Chien-Cheng and Dr. Su Sh-Hsyu, both are non-executive directors of the Company. He is responsible for the general administration and internal management of the Group. Prior to joining the Group in 1993, Mr. Lee had worked for various financial institutions at senior management level for over 10 years in corporate management and staff training. Mr. Lee graduated in Fengchia University in Taiwan with a bachelor degree in Banking and Insurance.

Mr. Lee did not hold directorships in other listed public companies in the last three years.

Mr. Lee is taken to have family interest in 1,314,030,000 shares of the Company as he is the spouse of Dr. Tsai Yen-Yu (Chairperson of the Company) who is taken to be interested in 1,314,030,000 shares. Save as disclosed above, Mr. Lee does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company, nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Mr. Lee was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Mr. Lee renewed his service contract with the Company on the same terms for another three years on 11 March 2008. Mr. Lee is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles. The director fee of Mr. Lee as an Executive Director of the Company was HK\$700,000 but it was waived for the year ended 31 December 2009. Except for the director fee, other emoluments of approximately HK\$343,910 was received by Mr. Lee from the Group for the year ended 31 December 2009.

The director’s fee payable to Mr. Lee will be fixed by the Board pursuant to the authority granted by the Shareholders at the AGM.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Lee’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Dr. Su Chien-Cheng*Non-Executive Director*

Dr. Su Chien-Cheng (“Dr. Su”), aged 38, the son of Dr. Tsai Yen-Yu (Chairperson and an executive director) and Mr. Lee Ming-Ta (executive director) and he is the elder brother of Dr. Su Sh-Hsyu who is also a non-executive director of the Company. Dr. Su was an executive director and re-designated as non-executive director on 1 February 2010. He was responsible for the financial management, business development and strategic management of the group. Dr. Su graduated from the University of Westminster in UK with a master degree of business administration and obtained his PhD in Business Administration in Shanghai University of Finance and Economics. He joined the Group in 1999.

Dr. Su did not hold directorships in other listed public companies in the last three years.

Dr. Su is taken to be interested in the 1,314,030,000 shares of the Company which are indirectly owned by Starsign International Limited pursuant to Sections 317 and 318 of the SFO by virtue of Dr. Su being a party to a shareholders’ agreement dated 15 October 2009 which imposes obligations or restrictions on the parties thereto with respect to their use, retention or disposal of their interest in shares of the Company. Save as disclosed above, Dr. Su does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder of the Company, nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date (as defined hereinafter), save for disclosed above, Dr. Su was not interested in and did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Dr. Su renewed his service contract with the Company on the same terms for another three years on 11 March 2008. Dr. Su is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles. The director fee of Dr. Su as an Executive Director of the Company was HK\$600,000 but HK\$300,000 was waived for the year ended 31 December 2009. Except for the director fee, other emoluments of approximately HK\$721,174 was received by Dr. Su from the Group for the year ended 31 December 2009.

The director’s fee payable to Dr. Su will be fixed by the Board pursuant to the authority granted by the Shareholders at the AGM.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders in connection with Dr. Su’s re-election and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF AGM



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natural beauty

Natural Beauty Bio-Technology Limited
自然美生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00157)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Natural Beauty Bio-Technology Limited (the “Company”) will be held at 3:00 p.m. on 24 May 2010 (Monday) at McKinley Room of Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong, for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements and the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2009.
2. To re-elect Mr. Patrick Thomas SIEWERT as non-executive director of the Company.
3. To re-elect Mr. Gregory Michael ZELUCK as non-executive director of the Company.
4. To re-elect Ms. FENG Janine Junyuan as non-executive director of the Company.
5. To re-elect Ms. NG Shieu Yeing Christina as non-executive director of the Company.
6. To re-elect Mr. Francis GOUTENMACHER as independent non-executive director of the Company.
7. To re-elect Ms. Su-Mei THOMPSON as independent non-executive director of the Company.
8. To re-elect Mr. CHEN Ruey-Long as independent non-executive director of the Company.
9. To re-elect Mr. YANG Tze-Kaing as independent non-executive director of the Company.

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10. To re-elect Mr. LEE Ming-Ta as executive director of the Company.
11. To re-elect Dr. SU Chien-Cheng as non-executive director of the Company.
12. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Auditor and authorise the Board of Directors (the "Board") to fix its remuneration.
13. To authorise the Board to fix the directors' remuneration.
14. To declare a final dividend of HK\$0.040 per share for the year ended 31 December 2009.
15. To consider and, if thought fit, pass the following resolution (with or without modification) as ordinary resolution:

"THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares, to issue warrants to subscribe for shares and to make offers or agreements or grant options which would or might require shares to be issued and allotted, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company to make offers or agreements or grant options or warrants during the Relevant Period (as defined below) which would or might require shares to be issued and allotted either during or after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue; (ii) the exercise of the subscription rights or conversion rights under warrants or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares issued otherwise than pursuant to this Resolution; (iii) the exercise of the subscription rights under any share option scheme or any other option scheme or similar arrangement for the time being adopted by the Company; and (iv) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on the shares of the Company; shall not exceed 20% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

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(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
- (ii) the passing of an ordinary resolution by shareholders in a general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

16. To consider and, if thought fit, pass the following resolution (with or without modification) as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this ordinary resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its own shares on the Stock Exchange of Hong Kong Limited (the “HK Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the HK Stock Exchange for this purpose and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
- (ii) the passing of an ordinary resolution by shareholders in a general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

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17. To consider and, if thought fit, pass the following resolution (with or without modification) as ordinary resolution:

“**THAT** conditional upon Resolutions 15 and 16 above being passed (with or without amendments), the general mandate referred to in Resolution 15 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to the general mandate referred to in Resolution 16 above provided that such amount shall not exceed 10% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of the passing of this Resolution.”

By order of the Board
Dr. TSAI Yen-Yu
Chairman

Hong Kong, 1 April 2010

Notes:

1. The register of members of the Company will be closed from 20 May 2010 (Thursday) to 24 May 2010 (Monday), both days inclusive, during which period no transfer of shares in the Company can be registered. In order to qualify for the proposed final dividend and entitlement to attend and vote at the AGM, all completed transfer forms together with the relevant share certificates must be lodged with the Company's branch share registrar, Hong Kong Registrars Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 19 May 2010 (Wednesday).
2. A member of the Company who is a holder of the Share(s), and who is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and vote in person. In such event, his form of proxy will be deemed to have been revoked.
3. A form of proxy for the AGM is enclosed. In order to be valid, the form of proxy together with the 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 Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the AGM or any adjournment thereof.
4. With regard to Resolutions 15 and 17 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to the general mandate granted under Resolution 15 above.

As at the date of this notice, the board of the Company comprises Dr. Tsai Yen-Yu and Mr. Lee Ming-Ta as executive directors, Dr. Su Chien-Cheng, Dr. Su Sh-Hsyu, Mr. Patrick Thomas Siewert, Mr. Gregory Michael Zeluck, Ms. Feng Janine Junyuan and Ms. Ng Shieu-Yeung Christina as non-executive directors and Mr. Francis Goutenmacher, Ms. Su-Mei Thompson, Mr. Chen Ruey-Long and Mr. Yang Tze-Kaing as independent non-executive directors.