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自然美
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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)

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 Friday, 10 May 2013 at Room 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, 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 2012.
2.
 - (a) To re-elect Mr. POON Yee Man Alwin as a non-executive director of the Company.
 - (b) To re-elect Mr. CHEN Ruey-Long as an independent non-executive director of the Company.
 - (c) To re-elect Mr. YANG Tze-Kaing as an independent non-executive director of the Company.
 - (d) To re-elect Mr. LEE Ming-Ta as an executive director of the Company.
 - (e) To re-elect Dr. SU Chien-Cheng as an executive director of the Company.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Auditor and authorise the board of directors of the Company (the “Board”) to fix its remuneration.

4. To authorise the Board to fix the remuneration of the directors of the Company (the “Directors”).
5. To declare a final dividend of HK\$0.0028 per share for the year ended 31 December 2012.

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions:

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company (the “Shares”) or securities convertible into Shares, to issue options, warrants or similar rights to subscribe for Shares and to make offers or agreements or grant options, warrants or similar rights 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 to make offers or agreements or grant options, warrant or similar rights 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 or securities allotted or agreed conditionally or unconditionally to be allotted by the Directors 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

(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; and
- (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.”

7. **“THAT:**

(a) subject to paragraph (b) of this ordinary resolution, the exercise by the Directors 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; and
- (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.”

8. “**THAT** conditional upon Resolutions 6 and 7 above being passed (with or without amendments), the general mandate referred to in Resolution 6 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 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 7 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.”
9. “**THAT**
- (a) the grant of options (the “Options”) to Ms. CHANG Karen Yi Fen (“Ms. Chang”), the chief executive of the Company, pursuant to the share option scheme of the Company adopted on 13 May 2011 (the “Share Option Scheme”) to subscribe for 38,039,918 Shares at the subscription price of HK\$0.99 per Share subject to the terms of the Options as described in the circular of the Company dated 10 April 2013 (the “Circular”), which results in the securities issued and to be issued to Ms. Chang upon the exercise of the Options granted to Ms. Chang in any 12-month period exceeding 1% of the relevant class of securities in issue, be and is hereby approved, confirmed and ratified; and
 - (b) the Directors or a duly authorised committee thereof be and are hereby authorised to do any act or things or to sign, seal, execute and/or deliver any document for and on behalf of the Company as may be necessary, desirable or expedient in the opinion of the Directors or the duly authorised committee in connection with and to give full effect to the grant of Options to Ms. Chang and the issue of Shares upon exercise of the Options under the Share Option Scheme.”

By order of the Board
Natural Beauty Bio-Technology Limited

Hong Kong, 10 April 2013

Notes:

1. The register of members of the Company (the “Register of Members”) will be closed for the following periods:
 - a) For the purpose of determining shareholders who are entitled to attend and vote at the AGM, the Register of Members will be closed from Wednesday, 8 May 2013 to Thursday, 9 May 2013, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company’s Hong Kong branch share registrar, Hong Kong Registrars Limited at 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 7 May 2013.
 - b) For the purpose of determining shareholders who qualify for the final dividend, the Register of Members will be closed on Thursday, 23 May 2013 to Friday, 24 May 2013, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company’s Hong Kong branch share registrar, Hong Kong Registrars Limited at 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 22 May 2013.
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 6 and 8 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate granted under Resolution 6 above.
5. The above resolutions will be put to vote at the AGM by way of poll. Resolution numbered 9 will be voted by the Independent Shareholders (as defined in the circular of the Company dated 10 April 2013).

As at the date of this notice, the Board comprises Dr. TSAI Yen-Yu, Mr. LEE Ming-Ta and Dr. SU Chien-Cheng as executive directors, Mr. Patrick Thomas SIEWART, Ms. Janine Junyuan FENG, Ms. Christina Shieu-Yeing NG, Mr. POON Yee Man Alwin and Dr. SU Sh-Hsyu 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.