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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Natural Beauty Bio-Technology Limited (the “**Company**”) will be held at Room 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 3 June 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT:

- 1 (a) the New ET New Media Cooperation Agreement dated 16 April 2019 (as defined in the circular of the Company dated 17 May 2019) (the “**Circular**”) and the transactions contemplated thereunder (including the annual cap) for the term from 1 June 2019 to 31 May 2022 be and are hereby approved;
- (b) any one director of the Company or any two directors of the Company, or any one director and the secretary (as defined in the articles of association of the Company) of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in connection with the New ET New Media Cooperation Agreement, and otherwise in connection with the implementation of the transactions, contemplated thereunder, including, without limitation, the execution, amendment, supplement, delivery, waiver, submission and implementation of any further agreements, deeds or other documents;
- 2 (a) the New Eastern Health Procurement Agreement dated 16 April 2019 (as defined in the Circular of the Company dated 17 May 2019) and the transactions contemplated thereunder (including the annual cap) for the term from 1 June 2019 to 31 May 2022 be and are hereby approved;

- (b) any one director of the Company or any two directors of the Company, or any one director and the secretary (as defined in the articles of association of the Company) of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in connection with the New Eastern Health Procurement Agreement, and otherwise in connection with the implementation of the transactions, contemplated thereunder, including, without limitation, the execution, amendment, supplement, delivery, waiver, submission and implementation of any further agreements, deeds or other documents;

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 - (a) the New Eastern Home Consignment Agreement dated 16 April 2019 (as defined in the Circular of the Company dated 17 May 2019) and the transactions contemplated thereunder (including the annual cap) for the term from 1 June 2019 to 31 May 2022 be and are hereby approved;

 - (b) any one director of the Company or any two directors of the Company, or any one director and the secretary (as defined in the articles of association of the Company) of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in connection with the New Eastern Home Consignment Agreement, and otherwise in connection with the implementation of the transactions, contemplated thereunder, including, without limitation, the execution, amendment, supplement, delivery, waiver, submission and implementation of any further agreements, deeds or other documents;

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 - (a) the New Strawberry Service Agreement dated 16 April 2019 (as defined in the Circular of the Company dated 17 May 2019) and the transactions contemplated thereunder (including the annual cap) for the term from 1 June 2019 to 31 May 2022 be and are hereby approved;

 - (b) any one director of the Company or any two directors of the Company, or any one director and the secretary (as defined in the articles of association of the Company) of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in connection with the New Strawberry Service Agreement, and otherwise in connection with the implementation of the transactions, contemplated thereunder, including, without limitation, the execution, amendment, supplement, delivery, waiver, submission and implementation of any further agreements, deeds or other documents;

- 5 (a) the New Eastern Tenmax Procurement Agreement dated 16 April 2019 (as defined in the Circular of the Company dated 17 May 2019) and the transactions contemplated thereunder (including the annual cap) for the term from 1 June 2019 to 31 May 2022 be and are hereby approved;
- (b) any one director of the Company or any two directors of the Company, or any one director and the secretary (as defined in the articles of association of the Company) of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in connection with the New Eastern Tenmax Procurement Agreement, and otherwise in connection with the implementation of the transactions, contemplated thereunder, including, without limitation, the execution, amendment, supplement, delivery, waiver, submission and implementation of any further agreements, deeds or other documents; and
- 6 (a) the Eastern Home Trademark Licence Agreement dated 16 April 2019 (as defined in the Circular of the Company dated 17 May 2019) and the transactions contemplated thereunder (including the annual cap) for the term from 1 June 2019 to 31 May 2022 be and are hereby approved;
- (b) any one director of the Company or any two directors of the Company, or any one director and the secretary (as defined in the articles of association of the Company) of the Company, if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in connection with the Eastern Home Trademark Licence Agreement, and otherwise in connection with the implementation of the transactions, contemplated thereunder, including, without limitation, the execution, amendment, supplement, delivery, waiver, submission and implementation of any further agreements, deeds or other documents.”

On behalf of the Board
Natural Beauty Bio-Technology Limited
LEI Chien
Chairperson

Hong Kong, 17 May 2019

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ir-cloud.com/hongkong/00157/irwebsite>) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. 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 that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 11:00 a.m. on Saturday, 1 June 2019) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, 30 May 2019 to Monday, 3 June 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 29 May 2019. In the event that the EGM is adjourned to a date later than 3 June 2019 because of bad weather or other reasons, the period of close of the register of members and the last registration date for determination of the entitlement to attend and vote at the EGM will remain as the aforesaid period and date.
5. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of 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 of the Company.
6. Bad Weather Arrangements

If a Typhoon Warning Signal No. 8 or above is hoisted or is expected to be hoisted or a Black Rainstorm Warning Signal is in force or expected to be in force in Hong Kong at any time between 7:00 a.m. and 11:00 a.m. on the date of the meeting, the meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.

As at the date of this notice, the Board comprises Dr. Lei Chien and Mr. Pan Yi-Fan as executive directors; Mr. Hsiao Wen-Chung, Ms. Lu Yu-Min, Ms. Lin Shu-Hua and Mr. Chen Shou-Huang as non-executive directors; and Mr. Chen Ruey-Long, Mr. Lu Chi-Chant and Mr. Yang Shih-Chien as independent non-executive directors.