



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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Natural Beauty Bio-Technology Limited (the “**Company**”) will be held at Unit 3512, 35/F, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 16 October 2008 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT**

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 20 August 2008 entered into between Natural Beauty China Holding Limited (自然美中國控股有限公司), an indirect wholly-owned subsidiary of the Company (the “**Purchaser**”), and Uni Way Associates Limited (the “**Vendor**”), a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Vendor has conditionally agreed to sell the entire equity interest in 上海自然美生物醫學有限公司 (Shanghai Natural Beauty Bio-Med Co. Ltd.) to the Purchaser for the consideration of USD3,313,966 (equivalent to approximately HK\$25,848,936) be and is hereby approved, ratified and confirmed; and
- (b) any one Director be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such things and take all other steps which, in his/her opinion, may be necessary or desirable in connection with the transactions contemplated under the Sale and Purchase Agreement.”

By Order of the Board
Natural Beauty Bio-Technology Limited
Dr. Tsai Yen Yu
Chairman

10 September 2008

Registered office:
P.O. Box 309
Ugland House, South Church Street
George Town, Grand Cayman
Cayman Islands

Principal place of business in Hong Kong:
Unit 3512, 35/F
The Center
99 Queen's Road Central
Central, Hong Kong

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. 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 lodged at the principal place of business of the Company in Hong Kong at Unit 3512, 35/F, The Center, 99 Queen's Road Central, Hong Kong, or at the Company's Registrar, Hong Kong Registrars Limited at Shops 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As of the date this announcement, the Executive Directors of the Company are Dr. Tsai Yen Yu, Mr. Lee Ming Ta, Dr. Su Chien Cheng and Dr. Su Sh Hsyu. The Independent Non-executive Directors of the Company are Mr. Yeh Liang Fei, Mrs. Chen Shieh Shu Chen and Mr. Chen Ching.