



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 an Extraordinary General Meeting of Natural Beauty Bio-Technology Limited 自然美生物科技有限公司 (the “**Company**”) will be held at Room 105–106, Hoi Yat Heen, 3/F Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong on Thursday, 26 February 2009 at 11:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the Court Meeting (as defined in the scheme of arrangement herein after mentioned) convened by direction of the Grand Court of the Cayman Islands for the same place and day) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution, as a special resolution:

### SPECIAL RESOLUTION

“**THAT:**

- (A) the scheme of arrangement dated 30 January 2009 (the “Scheme”) between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved;
- (B) for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
  - (1) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares;
  - (2) subject to and forthwith upon such reduction of share capital taking effect, the issued share capital of the Company be increased to its former amount by issuing to Global Radiance Company Limited the same number of shares as shall be equal to the number of Scheme Shares cancelled and extinguished; and
  - (3) the Company shall apply the credit arising in its books of account as a result of such reduction of share capital referred to in paragraph (B)(1) above in paying up in full at par the new shares issued, credited as fully paid, to Global Radiance Company Limited and the directors of the Company be and are hereby unconditionally authorised to allot and issue the same accordingly;
- (C) the directors of the Company be and are hereby authorised to do all such acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose; and
- (D) the directors of the Company be and are hereby authorised to apply to the Stock Exchange for the withdrawal of listing of NBBL Shares.”

By Order of the Board  
**Natural Beauty Bio-Technology Limited**  
**Yeh Liang Fei**  
*Independent Non-executive Director*

Hong Kong, 30 January 2009

*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

*Notes:*

- 1. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company, but must attend the meeting in person to represent him.
- 2. A white form of proxy for use at this meeting is enclosed herewith.
- 3. In order to be valid, the white form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be lodged, by hand or by post, with the Company’s share registrar, Hong Kong Registrars Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 11:30 a.m. on 24 February 2009 (or such later time and date as may be announced).
- 4. In the case of joint holders of share in the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- 5. At the meeting, the Chairman thereof will exercise his power under article 81 of the articles of association of the Company to put the above resolution to the vote by way of a poll.
- 6. The register of members of the Company will be closed from Tuesday, 24 February 2009 to Thursday, 26 February 2009 (both dates inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Hong Kong Registrars Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong before 4:30 p.m. on 23 February 2009.

As at the date of this announcement, 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.

“Please also refer to the published version of this announcement in South China Morning Post.”