

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Natural Beauty Bio-Technology Limited (the “**Company**”) has approved a proposal to amend the memorandum of the association and articles of association (collectively, the “**Memorandum and Articles**”) of the Company in light of the recent amendments to the Listing Rules effective on 1 January 2009 and to bring the Memorandum and Articles of the Company up to date. The Directors propose to amend the Memorandum and Articles to give effect of the following:

- A. to allow the Company to use the Company’s website and other electronic means to send or make available notices or documents to the shareholders, subject to the compliance with the Listing Rules and applicable laws by the Company;
- B. notice to the shareholders shall be sent in the case of annual general meetings at least 20 clear business days before the meeting and at least 10 clear business days in the case of all other general meetings;
- C. all resolutions at general meetings of the Company shall be decided by poll;
- D. to clarify that a member who is a recognised clearing house may appoint one or more proxies or representatives to attend and vote at any general meeting and the person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, authorisation or evidence of appointment; and

- E. to exclude the application of section 8 of the Electronic Transactions Law of the Cayman Islands so that the Company can take advantage of the delivery by electronic means as allowed under the Listing Rules to the fullest extent.

A special resolution will be put to the shareholders of the Company at the forthcoming annual general meeting (“AGM”) to be held on 5 June 2009 for approving all the proposed amendments to the Memorandum and Articles by way of adopting an amended and restated Memorandum and Articles of association.

A circular containing, among others, details of the proposed amendments to the Memorandum and Articles and a notice of the AGM will be despatched to the shareholders on 23 April 2009.

By order of the Board
Natural Beauty Bio-Technology Limited
Dr. Tsai Yen Yu
Chairperson

Hong Kong, 17 April 2009

As at the date of 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.