

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of Natural Beauty Bio-Technology Limited (the "Company") will be held at Chater Room II, Function Room Level, The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on 25 June 2004 at 11:00 a.m. for the following purposes:

茲通告自然美生物科技有限公司（「本公司」）將於二零零四年六月二十五日上午十一時正假座香港干諾道中3號麗嘉酒店宴會廳層宴會廳II舉行股東週年大會（「大會」），以考慮下列事項：

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| <p>1. To receive and consider the audited financial statements, directors' report and auditors' report of the Company for the year ended 31 December 2003.</p> | <p>1. 省覽截至二零零三年十二月三十一日止年度的本公司經審核財務報表、董事會報告書及核數師報告。</p> |
| <p>2. To approve the final dividend for the year ended 31 December 2003.</p> | <p>2. 批准截至二零零三年十二月三十一日止年度的末期股利。</p> |
| <p>3. To re-elect the retiring directors and to authorise the board of directors to fix the remuneration of the directors of the Company (the "Directors").</p> | <p>3. 重選退任董事，並授權董事會釐定本公司董事（「董事」）酬金。</p> |
| <p>4. To re-appoint auditors and to authorise the board of directors of the Company (the "Board") to fix their remuneration.</p> | <p>4. 續聘核數師，並授權本公司董事會（「董事會」）釐定其酬金。</p> |
| <p>5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:</p> | <p>5. 作為特別事項，考慮並酌情通過下列決議為普通決議案（不論有否修訂）：</p> |
| <p>5A. "THAT:</p> <p>(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;</p> | <p>5A. 「動議：</p> <p>(a) 在下文(c)段的規限下，一般及無條件批准本公司董事於有關期間（定義見下文）內行使本公司所有權力，以配發、發行及處理本公司股本中的額外股份，以及作出或授出可能需要行使該等權力的售股建議、協議、購股權及可轉換或兌換本公司股份的權利；</p> |

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- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval granted in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of any rights of subscription under the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (b) (a)段的批准將為本公司董事獲授的任何其他授權以外，本公司董事獲授權於有關期間（定義見下文）內作出或授出於有關期間結束後可能需行使該等權力的售股建議、協議、購股權及可轉換或兌換本公司股份的權利；
- (c) 本公司董事根據本決議案(a)段的批准而配發、或有條件或無條件同意將配發（不論是否根據購股權或其他原因配發）的股本面值總額，不得超過於本決議案通過當日本公司已發行股本面值總額的20%（惟根據(i)供股（定義見下文）；或(ii)行使香港聯合交易所有限公司批准的本公司購股權計劃項下的任何認股權利；或(iii)根據本公司的公司組織章程細則就任何以股代息計劃或類似安排而配發股份取代本公司股份的全部或部分股利者除外），而上述批准亦須受此限制；及

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s Articles of Association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders (the “Shareholders”) of the Company in general meeting.

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

(d) 就本決議案而言：

「有關期間」指由通過本決議案當日起至下列任何一項最早發生時間止的期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 有關法例或本公司公司組織章程細則規定本公司須舉行下屆股東週年大會的期限屆滿時；或
- (iii) 本公司股東（「股東」）於股東大會上通過普通決議案撤回或修訂本決議案授權時。

「供股」乃指本公司董事於指定期限內，根據於某一指定記錄日期名列本公司股東名冊的股東，按其當時持有股份的比例，向彼等提出出售本公司股本之股份建議（惟本公司董事有權就零碎配額或就任何有關司法權區法例的限制或責任或香港以外任何地區任何認可規管機構或任何證券交易所的規定，作出其認為必須或權宜的豁免或其他安排）。」

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5B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of HK\$0.10 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares which are authorised to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said authority shall be limited accordingly;

5B. 「動議:

- (a) 在下文(c)段的規限下，一般及無條件批准本公司董事於有關期間（定義見下文）內行使本公司一切權力，根據所有適用法例及不時修訂的香港聯合交易所有限公司證券上市規則的規定並受其規限，購買本公司股本中每股面值0.10港元的股份；
- (b) (a)段的批准將為本公司董事獲授的任何其他授權以外，董事獲授權代表本公司於有關期間（定義見下文）內促使本公司按董事釐定的價格購回其股份；
- (c) 本公司董事於有關期間根據(a)段的批准，獲授權購回的股份面值總額，不得超過本決議案通過當日，本公司已發行股本面值總額10%，上述批准亦須受此限制；

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company's Articles of Association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Shareholders in general meeting.”

5C. **“THAT:**

conditional upon the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this Meeting, the general mandate granted to the Directors of the Company pursuant to the resolution set out in paragraph 5A of the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this Meeting, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

(d) 就本決議案而言：

「有關期間」指由通過本決議案當日起至下列任何一項最早發生時間止的期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 有關法例或本公司公司組織章程細則規定本公司須舉行下屆股東週年大會的期限屆滿時；或
- (iii) 股東於股東大會上通過普通決議案撤回或修訂本決議案授權時。」

5C. 「動議：

待本大會召開通告所載第5A及5B段的決議案獲通過後，擴大根據載於召開本大會通告第5A段的決議案授予本公司董事的一般授權，加入相當於本公司根據召開本大會通告的第5B段所載的決議案的授權所購回本公司股本面值總額之數額，惟增加數額不得超過通過本決議案當日本公司已發行股本面值總額之10%。」

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6. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as a special resolution:

“THAT the Articles of Association of the Company be and are hereby amended in the following manner:

- (a) By deleting the definition of “recognised clearing house” in Article 2 in its entirety and replacing it with the following:

““recognised clearing house” shall have the meaning ascribed thereto in Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);”

- (b) By adding a new Article 86A:

“Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

6. 作為特別事項，考慮並酌情通過以下決議案為本公司特別決議案（不論有否修訂）：

「**動議**本公司公司組織章程細則修訂如下：

- (a) 刪除細則第2條「認可結算所」之釋義全文，並以下文取代：

「「認可結算所」指根據香港法例第571章證券及期貨條例附表1所賦予之涵義；」

- (b) 加入新細則第86A條：

「倘根據上市規則，股東須就任何特定決議案放棄投票或受限制僅贊成或反對任何特定決議案，而該股東或其代表的投票抵觸有關規定或限制時，將不予計入。」

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- (c) By deleting Article 108(c) in its entirety and replacing it with the following:

“A Director shall not be entitled to vote on (nor be counted in the quorum in relation thereto) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or his Associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

- (i) the giving of any security or indemnity either:

(aa) to the Director or his Associate(s) in respect of money lent or obligations incurred by him/them at the request of or for the benefit of the Company or any of its subsidiaries;

(bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his Associate(s) has/have himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (c) 刪除細則第108(c)條全文·並以下文取代:

「董事不得就有關本身或其聯繫人士擁有重大權益之任何合約或安排或任何其他建議之任何董事會決議案投票(亦不會就決議案計入法定人數)·倘其投票·其票數亦不會獲點算(亦不會就決議案計入法定人數)·惟該限制並不適用於下列事項:

- (i) 發出下列任何擔保或賠償保證:

(aa) 就該董事或其聯繫人士按本公司或其任何附屬公司要求或就本公司或其任何附屬公司之利益·借出之款項或所產生之責任向該董事或其聯繫人士作出擔保或賠償保證;

(bb) 就董事或其聯繫人士本身個別或共同根據擔保或賠償保證或作出保證而承擔全部或部分責任之本公司或其任何附屬公司之債項或責任·向第三方作出擔保或賠償保證;

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| (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; | (ii) 建議提呈本公司或任何本公司可能發起或擁有權益之其他公司之股份或債券或其他證券以供認購或購買，而該董事或其聯繫人士因參與上述發售之包銷或分包銷而目前或將於當中擁有利益； |
| (iii) any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in the shares of that company, provided that the Director and any of his Associates are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associates is derived) or of the voting rights; | (iii) 有關該董事或其聯繫人士僅以主管或行政人員或股東身分直接或間接擁有權益或該董事或其聯繫人士實益擁有有關公司股份權益之任何其他公司之任何建議，而該公司為該董事及其任何聯繫人士合共實益擁有不超過該公司（或該董事或其聯繫人士透過其擁有權益之第三方公司）任何類別已發行股份或投票權百分之五或以上者； |
| (iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including: | (iv) 有關本公司或其任何附屬公司僱員利益之任何建議或安排，包括： |
| (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or his Associate(s) may benefit; | (aa) 採納、修訂或實行該董事或其聯繫人士可能受惠之任何僱員股份計劃或任何股份獎勵計劃或購股權計劃； |

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| <p>(bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Associate(s) as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> | <p>(bb) 採納、修訂或實行退休或公積金、或退休、身故或殘疾福利計劃，而該計劃須與董事、其聯繫人士及本公司或其任何附屬公司之僱員有關，且並無就任何董事或其聯繫人士提供上述計劃或基金之相關類別人士一般無權享有之特權或有利條件；及</p> |
| <p>(v) any contract or arrangement in which the Director or his Associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”</p> | <p>(v) 該董事或其聯繫人士僅因為擁有本公司股份或債券或其他證券之權益而與其他本公司股份或債券或其他證券之持有人以相同方式擁有利益之任何合約或安排。」</p> |
| <p>(d) By deleting Article 108(f) in its entirety and replacing it with the following:</p> <p>“For the purpose of paragraph (c), “Associates” mean, in relation to any Director of the Company:</p> <p>(i) his spouse;</p> <p>(ii) any child or step-child, natural or adopted, under the age of 18 years of such individual or of his spouse (together with (i) above, the “family interests”);</p> | <p>(d) 刪除細則第108(f)條全文，並以下文取代：</p> <p>「就(c)段而言，本公司任何董事之「聯繫人士」指：</p> <p>(i) 彼之配偶；</p> <p>(ii) 有關人士或彼之配偶任何未滿十八歲之親生或領養子女或繼子女（與上文(i)段統稱「家屬權益」）；</p> |

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- (iii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object and any company (“trustee-controlled company”) in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers & Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the “trustee interests”);
- (iv) a holding company of a trustee-controlled company or a subsidiary of any such holding company; and
- (v) any company in the equity capital of which he, his family interests, any of the trustees referred to in (iii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other lower amount as may from time to time be specified in the HK Code on Takeovers & Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company.”
- (iii) 於任何信託具有受託人身分之受託人，而彼或彼任何家屬權益為有關受益人，或如屬全權信託，則據彼所知為全權信託對象，以及受託人以其受託人身分直接或間接擁有股本權益之任何公司（「受託人控制公司」），而受託人可於股東大會行使或控制行使30%（或香港公司收購及合併守則就引致強制全面收購建議不時指定之其他數額）或以上投票權，或控制董事會大多數成員之組成，以及上述公司任何附屬公司（統稱為「受託人權益」）；
- (iv) 受託人控制公司之控股公司或任何該等控股公司之附屬公司；及
- (v) 彼、彼之家屬權益或上文(iii)項所述任何受託人以其受託人身分及／或任何受託人權益共同直接或間接擁有權益之任何公司，而彼等可於股東大會行使或控制行使30%（或香港公司收購及合併守則就引致強制全面收購建議不時指定之其他數額）或以上投票權，或控制董事會大多數成員之組成，以及屬上述公司附屬公司或控股公司或任何該等控股公司之任何其他同系附屬公司之公司。」

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- (e) By deleting Article 121 in its entirety and replacing it with the following:

“No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless, during a period of at least 7 days which commences no earlier than the day after the despatch of the notice of the meeting appointed for such election and ends no later than 7 days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”;

7. To transact any other business.

By order of the Board

Dr. Tsai Yen Yu

Chairman

Hong Kong, 20 May 2004

- (e) 刪除細則第121條全文，並以下文取代：

「除退任董事外，概無任何人士合資格於任何股東大會膺選董事，除非由有權出席通知所述大會及於會上投票之股東（並非獲提名人士）於不早於寄發舉行有關選舉指定大會通告翌日開始至不遲於舉行有關大會之日前7日止最少7日期間內向公司秘書發出列明擬提名有關人士膺選董事之書面通知以及由有關人士發出列明其有意膺選之簽名通告，並經由董事會推薦參選。」；

7. 處理任何其他事項。

承董事會命

主席

蔡燕玉博士

香港，二零零四年五月二十日

Notice of Annual General Meeting 股東週年大會通告

Notes:

1. The register of members of the Company will be closed from 23 June 2004 (Wednesday) to 24 June 2004 (Thursday), both days inclusive, during which period no transfer of shares in the Company can be registered. In order to qualify for the final dividend, all completed transfer forms together with the relevant share certificates must be lodged with the Company's branch share registrar, Hong Kong Registrars Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 21 June 2004 (Monday).
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and, on a poll, to vote instead of him. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's principal office in Hong Kong at 4th Floor, Manson House, 74-78 Nathan Road, Kowloon, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned Meeting.
4. With respect to the resolution set out in paragraph 5B of the notice, approval is being sought from Shareholders for a general mandate to be given to the Directors to purchase shares of the Company.
5. With respect to the resolutions set out in paragraphs 5A and 5C of the notice, approval is being sought from Shareholders for general mandates to be given to the Directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
6. An explanatory statement containing the information with respect to the resolutions set out in paragraphs 5A to 5C of the notice will be sent to the shareholders together with the 2003 annual report.

附註:

1. 本公司之股份過戶登記處將於二零零四年六月二十三日(星期三)至二零零四年六月二十四日(星期四)(包括首尾兩天)關閉,期間將不會辦理任何本公司股份過戶登記手續。為符合資格收取末期股利,所有填妥之過戶文件連同有關股票必須於二零零四年六月二十一日(星期一)下午四時前,送抵本公司之股份過戶登記處分處香港證券登記有限公司,地址為香港皇后大道東183號合和中心19樓1901-5室。
2. 凡有權出席本大會並於會上投票之任何股東,均可委任一位或以上受委代表出席大會並於會上代其投票。受委代表毋須為本公司股東。
3. 代表委任表格連同簽署表格的授權書或其他授權文件(如有)(或經公證人證明的副本),必須於本大會或其任何續會指定舉行時間四十八小時前交回本公司於香港之總辦事處,地址為香港九龍彌敦道74-78號文遜大廈4樓,方為有效。
4. 關於本通告第5B段所載的決議案,本公司現正尋求股東批准授予董事一項一般授權,以購回本公司股份。
5. 關於本通告第5A及5C段所載的決議案,本公司現正尋求股東批准授予董事一項一般授權,以根據香港聯合交易所有限公司證券上市規則的規定,配發、發行及處理本公司股份。
6. 載有關於本通告第5A至5C段的決議案資料的說明函件將連同二零零三年年報一併寄發予股東。