

## 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 Queensway & Victoria Room, JW Marriott Hotel at Pacific Place, 88 Queensway, Hong Kong on 16 May 2006 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements, directors’ report and auditors’ report of the Company for the year ended 31 December 2005.
2. To approve the final dividend for the year ended 31 December 2005.
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”).
4. To re-appoint auditors and to authorise the board of directors of the Company (the “Board”) to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

5A. **“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 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;
- (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;

**茲通告**自然美生物科技有限公司(「本公司」)將於二零零六年五月十六日下午三時正假座香港香港金鐘道88號太古廣場香港JW萬豪酒店Queensway and Victoria Room舉行股東週年大會(「大會」),以考慮下列事項:

1. 省覽截至二零零五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。
2. 批准截至二零零五年十二月三十一日止年度的末期股利。
3. 重選退任董事,並授權董事會釐定本公司董事(「董事」)酬金。
4. 續聘核數師,並授權本公司董事會(「董事會」)釐定其酬金。
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):

5A. **「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;
- (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;

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- (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
- (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.
- (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
- (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。

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(iv) “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).”

(iv) 「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。」

### 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 Article 100 in its entirety and replacing it with the following:

The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional to the Board. Any Director so appointed shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.

- (b) By deleting Article 123(a) in its entirety and replacing it with the following:

The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.”

7. To transact any other business.

By order of the Board  
**Dr. Tsai Yen Yu**  
Chairman

Hong Kong, 24 April 2006

6. 作為特別事項，考慮及酌情通過（無論有否修訂）下列決議案為特別決議案：

「**動議**按以下方式修訂本公司之組織章程細則：

- (a) 刪除細則第100條全文，並以下文取代：

本公司有權不時及隨時委任任何人士出任董事，以填補臨時空缺或作為董事會新增成員。就此獲委任之任何董事任期僅直至彼獲委任後本公司首個股東大會為止，屆時彼將合資格於該大會膺選連任，惟就此退任董事不計入根據細則第116條將須於該大會輪值退任董事人數之內。

- (b) 刪除細則第123(a)條全文，並以下文取代：

不論此等細則或本公司與董事所訂任何協議內任何條文，本公司可隨時藉由普通決議案於彼之任期屆滿前撤換任何董事，並藉由普通決議案選舉另一名人士取代彼之職位，包括董事總經理或其他執行董事。就此獲委任人士之任期僅相當於彼所取代董事如無被撤換之原有任期。」

7. 處理任何其他事項。

承董事會命  
**蔡燕玉博士**  
主席

香港，二零零六年四月二十四日

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### Notes:

1. The register of members of the Company will be closed from 28 April 2006 (Friday) to 2 May 2006 (Tuesday), 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 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 27 April 2006.
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 17th Floor, Chuang's Tower, 30-32 Connaught Road Central, 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 2005 annual report.

### 附註:

1. 本公司之股份過戶登記處將於二零零六年四月二十八日(星期五)至二零零六年五月二日(星期二)(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二零零六年四月二十七日下午四時正前,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17樓。
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,地址為香港中環干諾道中30-32號莊士大廈17樓,方為有效。
4. 關於本通告第5B段所載的決議案,本公司現正徵求股東批准授予董事一般授權,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,本公司現正徵求股東批准授予董事一般授權,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二零零五年年報一併寄交股東。