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## **Vital BioTech Holdings Limited**

### **維奧生物科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Vital BioTech Holdings Limited (the “Company”) will be held at 18th Floor, CRE Building, 303 Hennessy Road, Wanchai, Hong Kong on Wednesday, 23 July 2003 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications as ordinary resolutions and/or special resolution (as the case may be):

#### **ORDINARY RESOLUTION NO.1**

**“THAT:**

- (A) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing on the Main Board (as defined in the circular of the Company dated 30 June 2003 (the “Circular”)) of, and permission to deal on the Main Board in, the shares of HK\$0.01 each in the share capital of the Company (each a “Share”) in issue and any Shares which may fall to be allotted and issued pursuant to the exercise of options which were granted under the existing share option scheme of the Company adopted on 26 January 2002 (the “Share Option Scheme”) (a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purposes of identification) or which may be granted under the Proposed Share Option Scheme (as defined in the Circular) (a copy of which has been produced to the meeting and marked “B” and initialled by the chairman of the meeting for the purposes of identification), and upon the publication by the Company of a notice in respect of the proposed withdrawal (the “Proposed Withdrawal”) of the listing of the Shares on the Growth Enterprise Market of the Stock Exchange (“GEM”) which shall be published for not less than the period as the shareholders of the Company shall approve in paragraph (B) of this Resolution prior to the effective date of the Proposed Withdrawal, the Proposed Withdrawal with effect from such date and time being acceptable to the Stock Exchange be and is hereby approved, and any one director of the

Company (the “Director”) or the company secretary be and is hereby authorised to do all such acts for and on behalf of the Company as he may in his absolute discretion deem necessary, desirable or expedient to give effect to the transactions contemplated hereunder; and

- (B) the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on the GEM in connection with the Proposed Withdrawal (as defined in the paragraph (A) of this Resolution) be reduced to a minimum period of five clear days on which the Stock Exchange is open for the business of dealings in securities from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal.”

## **ORDINARY RESOLUTION NO.2**

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing on the main board of the Stock Exchange (the “Main Board”) of, and permission to deal on the Main Board in, the shares of HK\$0.01 each in the share capital of the Company (each a “Share”) in issue and any Shares which may fall to be allotted and issued pursuant to the exercise of options which were granted under the Share Option Scheme (as defined in the Circular) or which may be granted under the Proposed Share Option Scheme (as defined in the Circular):

- (A) the Share Option Scheme be terminated immediately upon the Proposed Share Option Scheme becoming unconditional;
- (B) the Proposed Share Option Scheme be and is hereby approved and adopted and the directors of the Company (the “Directors”) (or any committee thereof) be and are hereby authorised to approve any amendments to the rules of the Proposed Share Option Scheme as may be acceptable or not objected to by the Stock Exchange, and at their absolute discretion to grant options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of subscription rights under any options which may be granted under the Proposed Share Option Scheme and to do all such acts as they may in their absolute discretion consider necessary, desirable or expedient to give effect to the Proposed Share Option Scheme; and
- (C) subject to the passing of the resolution in paragraphs (A) and (B) of this Resolution, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange and the terms of the Proposed Share Option Scheme, the Directors be and are hereby authorised to grant options under the Proposed Share Option Scheme and to allot, issue and otherwise deal with Shares in the capital of the Company pursuant to the exercise of subscription rights under any options which may be granted under the Proposed Share Option Scheme and that the aggregate nominal amount of share capital to be allotted and issued, together with any issue of Shares upon the exercise of any options granted under any other share option scheme of the Company as may from time to time adopted by the Company, shall not exceed the aggregate of 10 per cent. of the Shares in issue as at the date of the passing of this resolution.”

### ORDINARY RESOLUTION NO.3

“THAT:

- (A) conditional upon passing of Ordinary Resolution No.1 set out in the notice convening this meeting and subject to paragraph (C) of this Resolution, the directors of the Company (the “Directors”) be and are hereby granted an unconditional general mandate to exercise during the Relevant Period (as hereinafter defined in this Resolution) to exercise all the power of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (each a “Share”) and to allot, issue or grant securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for or acquire Shares or such convertible or exchangeable securities and to make or grant offers, agreements and options in respect thereof;
- (B) the approval referred to in paragraph (A) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital to be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval referred to in paragraph (A) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined in this Resolution);
  - (ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights or convertible securities issued by the Company or any securities which are exchangeable into Shares;
  - (iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20% 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 approval in paragraph (A) of this Resolution shall be limited accordingly;

- (D) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution up to:

- (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 the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest; and

“Rights Issue” means an offer of Shares or other securities of the Company open for a period fixed by the Directors to holders of Shares registered on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company); and

- (E) the general mandate of the kind referred to in paragraph (A) of this Resolution which was granted to the Directors previously and is still in effect prior to the passing of this Resolution be and is hereby revoked.”

#### **ORDINARY RESOLUTION NO. 4**

**“THAT:**

- (A) conditional upon passing of Ordinary Resolution No. 1 set out in the notice convening this meeting and subject to paragraph (B) of this Resolution, the exercise by the directors of the Company (the “Directors”) of all powers of the Company during the Relevant Period (as hereinafter defined in this Resolution) to repurchase shares of HK\$0.01 each in the share capital of the Company (each a “Share”) be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which may be repurchased by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10% 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 approval shall be limited accordingly;
- (C) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution up to:

- (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 the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law or the articles of association of the Company to be held; and

- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest; and

- (D) the general mandate of the kind referred to in paragraph (A) of this Resolution which was granted to the Directors previously and is still in effect prior to the passing of this Resolution be and is hereby revoked.”

### **ORDINARY RESOLUTION NO. 5**

“**THAT** conditional upon the passing of Ordinary Resolutions No. 3 and No. 4 set out in the notice convening this meeting, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or to be allotted, issued or dealt with by the directors of the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 3 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the repurchase mandate granted under Ordinary Resolution No. 4, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

### **SPECIAL RESOLUTION**

“**THAT** the articles of association of the Company (the “Articles of Association”) be and they are altered in the following manner:”

- (a) Article 1(A) be amended by:
  - a. deletion of the number “21” and insertion in its place of the number “18” in paragraph (i) of definition of “associates”;
  - b. deleting the words “shall mean a recognised clearing house within the meaning of section 2 of the Securities and Futures (Clearing Houses) Ordinance (Cap. 420 of the Laws of Hong Kong) or” from the definition of “clearing house”;
  - c. insertion of the following definition immediately before the definition of “debenture” and “debenture holder”:

““Company’s website” the website of the Company to which the shareholder may have access, the address or domain name of which have been notified to the shareholders at the time the Company seeks the relevant shareholder’s consent for the purposes of Article 180(B), or as subsequently amended by notice given to the shareholders in accordance with Article 180”;
  - d. insertion of the following words immediate after the word “form” in the definition of “writing” or “printing”:

“including where the representation takes the form of electronic display, provided that the same is available for download onto a user’s computer or for printing through conventional small office equipment or is placed on the Company’s website and, in each

case, the shareholder concerned (where the relevant provision of these Articles requires the delivery or service of any document or notice on him in his capacity as shareholder) has elected for the receipt of the relevant download or notice through electronic means and both the mode of service of the relevant document or notice and the shareholder's election comply with all applicable laws and regulations and the requirements of the stock exchange of the Relevant Territory”;

(b) Article 47 be amended by insertion of the words “or by any electronic means in such manner as may be accepted by the stock exchange in the Relevant Territory”, after the word “Newspapers” on the second line of that paragraph;

(c) Article 133 be altered by deleting the word “four” on the fourth line of that paragraph and replaced by the word “two”;

(d) Article 175 be amended by:

a. insertion of the words “affect the operation of paragraph (C) of this Article, or” immediately after the words “provided that this Article shall not” on the thirteenth line in paragraph (B); and

b. insertion of the following paragraph as new Article 175(C):

“(C) Subject to due compliance with the Statutes and the rules of the stock exchange in the Relevant Territory, and to obtaining all necessary consents, if any, required thereunder and such consents being in full force and effect, the requirements of Article 175(B) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes and instead of such copies, a summary financial statement derived from the Company's annual financial statements and the directors' report thereon, which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.”;

(e) Article 180 be deleted in its entirety and replaced with the following:

“180.(A) Subject to Article 180(B), any notice or document to be given or issued under these Articles shall be in writing, and may be served by the Company on any shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in the Newspapers or displaying the relevant notice conspicuously at the Registered Office and the Head Office. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Any notice or document may be given to a shareholder in the English language or the Chinese language, subject to due compliance with all applicable statutes, rules and regulations.

- (B) Subject to due compliance with the rules of the stock exchange in the Relevant Territory, and to obtaining all necessary consents, if any, required and such consents being in full force and effect, any notice or document (including any document or notice issued or to be issued by the Company for the information and/or action of holders of any of its securities, and whether or not given or issued under these Articles) may also be served by the Company by electronic means:
- (i) at his electronic address or website as appearing in the Register (if any); or
  - (ii) at any other electronic address or website supplied by him to the Company for the purpose of such transmission; or
  - (iii) by placing it on the Company's website provided that where the relevant documents are the Company's directors' report, annual financial statements, auditors' report and, where Article 175(C) applies, a summary financial statement, any service of such documents by placing on the Company's website shall also be accompanied by a notice of publication ("notice of publication") of such documents on the Company's website given to the shareholder concerned in the manner referred to in Article 180(A) or in any other manner agreed between the shareholder concerned and the Company;

provided that (aa) in the case of joint holders of share, any consent required from the shareholder concerned for the purposes of this Article 180(A) shall be given by that one of the joint holders who is entitled to receive notice pursuant to Article 180(A); and (bb) the Company may, for the purposes of this Article 180(B), propose to its shareholders any one or more or all of the above means of electronic communication.”;

- (f) Article 181 be deleted in its entirety and replaced with the following:

“181.(A) Any shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter where available.

- (B) Any shareholder who fails (and, where a share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 180(B)) or a correct registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 180(B)) to the Company for service of notices and documents on him shall not (and where a share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 180(B)) shall be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Directors in their absolute discretion so elect (and subject to them re-electing otherwise from time to time), be served, in the case of

notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Directors see fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such shareholder which notice shall state the address within the Relevant Territory at which he may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and stating the address within the Relevant Territory at which he may obtain a copy of the notice or document. Any notice or document served in the manner so described shall be sufficient service as regards shareholders with no registered or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 180(B)) or incorrect addresses, provided that nothing in this paragraph (B) shall be construed as requiring the Company to serve any notice or document on any shareholder with no or an incorrect registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 180(B)) for the service of notice or document on him or on any shareholder other than the first named on the register of members of the Company.

- (C) If on three consecutive occasions notices or other documents have been sent through the post to any shareholder (or, in the case of joint holders of shares, the first holder named on the register) at his registered address or by electronic means to his electronic address or website (in the event that the shareholder concerned has elected for service of any notice or document at this electronic address or website pursuant to Article 180(B)) but have been returned undelivered, such shareholder (and, in the case of joint holders of a share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Directors may elect otherwise pursuant to paragraph (B) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 180(B)) for the service of notices on him.
- (D) Notwithstanding any election by a shareholder, if the Company is advised that the sending of any notice or other document to any electronic address supplied by a shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the shareholder is located, the Company may, in lieu of the sending of any notice or other document to the electronic address supplied by the shareholder concerned, place the same on the Company's website, and any such placement shall be deemed effective service on the shareholder, and the relevant notice and document shall be deemed to be served on the shareholder on which the same is first placed on the Company's website.
- (E) Notwithstanding any election by a shareholder from time to time to receive any notice or document through electronic means, such shareholder may, at any time require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as shareholder, is entitled to receive.”;



(g) Article 182 be deleted in its entirety and replaced with the following:

“182.(A) Any notice or document sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the envelope or wrapper containing notice or document was properly prepaid (and in the case of an address outside the Relevant Territory where airmail service is available, airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Directors that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.

(B) A notice served by advertisement in the Newspapers shall be deemed to have been served on the day on which the notice is first published.

(C) Any notice or document sent by electronic transmission shall be deemed to have been served on the day on which the notice is sent.

(D) Any notice or document placed on the Company’s website is deemed given by the Company to a shareholder on the day the notice or document is placed on the Company’s website except where the document is the Company’s directors’ report, annual financial statements or auditors’ report and, where applicable, summary financial statement, then such document shall be deemed to be served on the day following that on which a notice of publication is deemed served on the shareholder.

(E) A notice served by display of the same at the Registered office and Head Office shall be deemed to have been served 24 hours after the notice was first so displayed.

(F) Any notice or document served pursuant to Article 181(B) shall be deemed duly served 24 hours after the relevant notice was first displayed.”;

(h) Article 183 be amended by insertion of the words “(including electronic address)” after the words “at the address” on the seventh line of that paragraph;

(i) Article 184 be deleted in its entirety and replaced with the following:

“184. Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the Register shall have been duly served or deemed to have been duly served to the person from whom he derives his title to such share.”; and

- (j) Article 185 be amended by insertion of the words “or electronic means” after the words “sent by post” on the first line of that paragraph.”

(a copy of the revised Articles of Association, with mark-up indicating the above proposed alterations having been produced to the meeting marked “C” and signed by the chairman of the meeting for the purposes of identification).”

By order of the Board  
**VITAL BIOTECH HOLDINGS LIMITED**  
**Ko Sai Ying, Thomas**  
*Chairman*

Hong Kong, 30 June 2003

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and, subject to the provisions of the articles of association of the Company, vote on his behalf. A proxy need not be a member of the Company. A proxy form for use at the meeting is enclosed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
3. In the case of joint registered holders of any Shares, any one of them may vote at the meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either personally or by proxy, that one of them so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.

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