

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Essex Bio-Technology Limited ("Company"), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



ESSEX BIO-TECHNOLOGY LIMITED

億勝生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8151)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, AMENDMENTS TO ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 8 May 2009 at 2:30 p.m. is set out on pages 14 to 22 of this circular.

A form of proxy for the annual general meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Room 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

The circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least seven days from the date of posting and on the website of the Company at www.essexbio.com.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on The Stock Exchange of Hong Kong Limited. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I - EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	7
APPENDIX II - DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING	10
NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:-

“AGM”	the annual general meeting of the Company to be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 8 May 2009 at 2:30 p.m.
“AGM Notice”	the notice convening the AGM set out on pages 14 to 22 of this circular
“Articles”	the existing articles of association of the Company
“Articles Amendments”	the proposed amendments to the Articles as set out in the AGM Notice and as described in this circular
“associates”	has the meaning as defined in the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Island
“Company”	Essex Bio-Technology Limited (億勝生物科技有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined in paragraph 4 of the “Letter from the Board” contained in this circular
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	as defined in paragraph 4 of the “Letter from the Board” contained in this circular
“Latest Practicable Date”	26 March 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Memorandum”	the existing memorandum of association of the Company
“Repurchase Mandate”	as defined in paragraph 4 of the “Letter from the Board” contained in this circular

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong



ESSEX BIO-TECHNOLOGY LIMITED

億勝生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8151)

Executive Directors:

Mr. Ngiam Mia Je Patrick (*Chairman*)
Mr. Fang Haizhou
Mr. Zhong Sheng

Independent non-executive Directors:

Mr. Fung Chi Ying
Mr. Mauffrey Benoit Jean Marie
Ms. Yeow Mee Mooi

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 2818
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

31 March 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, among other matters, the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the Articles Amendments.

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS

The annual report 2008 incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors for the year ended 31 December 2008 will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

LETTER FROM THE BOARD

3. DECLARATION OF FINAL DIVIDEND

The Board has recommended a final dividend of HK\$0.01 per share for the year 2008 in cash and such final dividend will be paid on 22 May 2009.

The register of members of the Company will be closed from Tuesday, 5 May 2009 to Thursday, 7 May 2009, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend to be approved at the forthcoming annual general meeting to be held on Friday, 8 May 2009, all transfer of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the Hong Kong share registrar of the Company, Hong Kong Registrars Limited at Shops 1712-1716, 17th Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 4 May 2009.

4. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to approve the granting to the Directors of a general and unconditional mandate to allot, issue or deal with shares of the Company up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution ("**Issue Mandate**"). As at the Latest Practicable Date, a total of 556,750,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 111,350,000 Shares.

At the AGM, an ordinary resolution will also be proposed to approve the granting to the Directors of a general and unconditional mandate to exercise all powers of the Company to repurchase, on GEM or on any other stock exchange on which the shares of the Company may be listed, shares of the Company up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution ("**Repurchase Mandate**"). As at the Latest Practicable Date, a total of 556,750,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 55,675,000 Shares.

In addition, an ordinary resolution will be proposed at the AGM that any shares of the Company repurchased under the Repurchase Mandate (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the grant of the Repurchase Mandate) will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate ("**Extension Mandate**").

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

Under the GEM Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

5. RE-ELECTION OF DIRECTORS

In accordance with Article 87(1) of the Articles, each of Mr. Fang Haizhou and Mr. Zhong Sheng, both of whom are executive Directors, will retire as Director by rotation and, being eligible, offers himself for re-election as executive Director at the AGM. Particulars of Mr. Fang Haizhou and Mr. Zhong Sheng are set out in Appendix II to this circular.

6. RE-APPOINTMENT OF AUDITORS

The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the AGM, auditors of the Company be re-appointed for the year 2009.

7. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the AGM to amend the Articles to enable the Company to comply with the recent amendments to the GEM Listing Rules. The effects of the proposed amendments are as follows:

- (a) An annual general meeting and an extraordinary general meeting called for the passing of a special resolution will be called by not less than 21 clear days' notice in writing, and any other extraordinary general meeting will be called by not less than 14 clear days' notice in writing, or in any case such other minimum notice period as may be specified in the GEM Listing Rules from time to time (at the date of this circular, being at least 20 clear business days in the case of annual general meetings and at least 10 clear business days in the case of all other general meetings).
- (b) Any vote of Shareholders at a general meeting will be taken by poll.
- (c) The Company may use its website and other electronic means to send or make available notices or documents to its Shareholders, subject to compliance with the GEM Listing Rules and applicable laws and regulations.
- (d) The Company may give notices or documents to its Shareholders in either the English language or the Chinese language, subject to compliance with the GEM Listing Rules and applicable laws and regulations.
- (e) The requirement in the Articles that a Director appointed by the Directors either to fill a casual vacancy on or as addition to the board of Directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election, be removed. It is also clarified that a Director appointed by the board of Directors to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting, and a Director appointed by the board of Directors as an addition to the existing board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

The details of the Articles Amendments are set out in the AGM Notice.

LETTER FROM THE BOARD

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 14 to 22 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the Articles Amendments.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for holding the AGM or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Room 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

9. RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the Articles Amendments are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Essex Bio-Technology Limited
Ngiam Mia Je Patrick
Chairman

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. GEM Listing Rules relating to the repurchase of shares

The GEM Listing Rules permit companies whose primary listing is on the GEM to repurchase their shares on the GEM and any other stock exchange on which the securities of the company are listed and such exchange as recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. Share capital

As at Latest Practicable Date, there were a total of 556,750,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 55,675,000 Shares.

3. Reasons for the repurchase

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. Funding of repurchases

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's Memorandum and Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2008, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. Share prices

The highest and lowest prices at which the Shares have been traded on GEM in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest HK\$	Lowest HK\$
March 2008	0.2310	0.1700
April 2008	0.1990	0.1600
May 2008	0.2430	0.1480
June 2008	0.2200	0.2000
July 2008	0.2800	0.2000
August 2008	0.2800	0.2300
September 2008	0.2400	0.1870
October 2008	0.2050	0.1000
November 2008	0.1500	0.0940
December 2008	0.2550	0.1300
January 2009	0.2900	0.1950
February 2009	0.2390	0.2000
March 2009 (up to the Latest Practicable Date)	0.2290	0.1750

6. The Takeovers Code and minimum public holding

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, the following persons were interested in 5% or more of the then issued share capital of the Company:

Name	Number of shares held	Approximate percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Essex Holdings Limited	288,458,000	51.81%	57.57%
Ngiam Mia Je Patrick	297,374,667 <i>(Note 1)</i>	53.41%	59.35%
Ngiam Mia Kiat Benjamin	295,449,667 <i>(Notes 2 & 1)</i>	53.07%	58.96%
Lauw Hui Kian	297,374,667 <i>(Notes 3 & 1)</i>	53.41%	59.35%

Notes:

1. (a) 2,250,000 Shares were registered directly in the name of Ngiam Mia Je Patrick.
- (b) 288,458,000 Shares were held by Essex Holdings Limited ("**Essex Holdings**"), which was owned as to 50% by Ngiam Mia Je Patrick and as to 50% by Ngiam Mia Kiat Benjamin. Therefore, Ngiam Mia Je Patrick was deemed to be interested in these shares as he was entitled to exercise or control the exercise of more than one-third of the voting power of Essex Holdings at general meetings; and
- (c) 6,666,667 Shares were held by Dynatech Ventures Pte Ltd ("**Dynatech**") which was wholly owned by Essex Investment (Singapore) Pte Ltd ("**Essex Singapore**"). Since Essex Singapore was owned by Ngiam Mia Je Patrick and Ngiam Mia Kiat Benjamin in equal shares, Ngiam Mia Je Patrick was deemed to be interested in these Shares as he was entitled to exercise or control the exercise of more than one-third of the voting power of Dynatech at general meetings.
2. (a) 325,000 Shares were registered directly in the name of Ngiam Mia Kiat Benjamin.
- (b) 288,458,000 Shares were held by Essex Holdings; and
- (c) 6,666,667 Shares were held by Dynatech.
3. (a) Lauw Hui Kian is the spouse of Ngiam Mia Je Patrick, (an executive Director). For the purpose of Part XV of the SFO, Lauw Hui Kian was deemed to be interested in the 297,374,667 Shares in which Ngiam Mia Je Patrick was interested.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above substantial shareholders would be increased to approximately the respective percentages shown in the last column above and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

7. Share repurchase made by the Company

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. General

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell any Shares of the Company to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the retiring Directors eligible for re-election at the AGM are set out below:

Fang Haizhou, aged 43, is the managing Director and general manager of the Company. He is also a senior pharmaceutical engineer. He has a bachelor's degree in bio-chemical engineering from 華南工學院 (Southern China Institute) and a master's degree in engineering from 華南理工大學 (Southern China University of Technology). He has been with Zhuhai Essex Bio-Pharmaceutical Company Limited, a subsidiary of the Company, since June 1996. Mr. Fang has entered into a service agreement with the Company for a term of three years commencing from 27 June 2007 and expiring on 26 June 2010 unless terminated (without cause) by the Company giving not less than six months' prior written notice to Mr. Fang. Mr. Fang shall not be entitled to terminate their respective appointments at any time during the term unless with the written consent of the Company deliberated by the board of Directors. Under the service agreement, Mr. Fang is entitled to an annual remuneration of HK\$453,043 and a discretionary management bonus. Mr. Fang's emoluments, including the annual remuneration and discretionary management bonus, are determined with reference to his qualification and experience, responsibilities to be undertaken and the prevailing market level of remuneration of similar position. As at the Latest Practicable Date, Mr. Fang was personally interested in 2,000,000 Shares. Mr. Fang Haizhou is a director of Essex Bio-Investment Limited, Essex Bio-Pharmacy Limited, Zhuhai Essex Bio-Pharmaceutical Company Limited and Baoyuan Bio-Agri (Shandong) Ltd. (formerly known as Baoyuan Bio-Agri Technology (Yantai) Ltd.), all being subsidiaries of the Company.

Zhong Sheng, aged 44, is an executive Director and is responsible for the financial management and administration of the Company and its subsidiaries. He holds a master's degree in industrial economics from 廣東省社會科學院 (Guangdong Academy of Social Sciences). Mr. Zhong joined the Company and its subsidiaries in February 1999. Mr. Zhong has more than ten year experience in financial management and project management. Mr. Zhong has entered into a service agreement with the Company for a term of three years commencing from 27 June 2007 and expiring on 26 June 2010 unless terminated (without cause) by the Company giving not less than six months' prior written notice to Mr. Zhong. Mr. Zhong shall not be entitled to terminate their respective appointments at any time during the term unless with the written consent of the Company deliberated by the board of Directors. Under the service agreement, Mr. Zhong is entitled to an annual remuneration of HK\$362,000 and a discretionary management bonus. Mr. Zhong's emoluments, including the annual remuneration and discretionary management bonus, are determined with reference to his qualification and experience, responsibilities to be undertaken and the prevailing market level of remuneration of similar position. As at the Latest Practicable Date, Mr. Zhong was personally interested in 1,500,000 Shares. Mr. Zhong Sheng is a director of Essex Bio-Investment Limited, Essex Bio-Pharmacy Limited, Zhuhai Essex Bio-Pharmaceutical Company Limited and Baoyuan Bio-Agri (Shandong) Ltd. (formerly known as Baoyuan Bio-Agri Technology (Yantai) Ltd.), all being subsidiaries of the Company. Mr. Zhong is also the compliance officer and an authorised representative of the Company.

Save as disclosed hereof, as at the Latest Practicable Date and to the best knowledge and belief of the board of Directors, the Directors confirmed that:-

- (a) Each of Mr. Fang and Mr. Zhong is not connected with any Director, senior management, management shareholders, substantial shareholder or controlling shareholder of the Company;
- (b) Each of Mr. Fang and Mr. Zhong has no interests in the Shares which are required to be disclosed under Part XV of the Securities and Futures Ordinance;

**APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

- (c) Each of Mr. Fang and Mr. Zhong does not hold any positions in the Company or any members of the Company;
- (d) Each of Mr. Fang and Mr. Zhong does not hold any directorships in listed public companies in the last three years;
- (e) Each of Mr. Fang and Mr. Zhong is not and was not involved in any public sanctions made against him by statutory or regulatory authorities;
- (f) Each of Mr. Fang and Mr. Zhong has not at any time been adjudged bankrupt or insolvent;
- (g) Each of Mr. Fang and Mr. Zhong has not at any time been a party to a deed of arrangement or entered into any other form of arrangement or composition with his creditors;
- (h) Each of Mr. Fang and Mr. Zhong is not and was not involved in any unsatisfied judgments or court orders of continuing effect against each of them respectively;
- (i) Each of Mr. Fang and Mr. Zhong was not one of the directors, supervisors or managers of any enterprise, company or unincorporated business enterprise which has been dissolved or put into liquidation (otherwise than by a members' voluntary winding up when the company was solvent) or bankruptcy or been the object of an analogous proceeding, or entered into any form of arrangement or composition with creditors, or had a receiver, trustee or similar officer appointed over it (i) during the period when he was one of its directors or, in the case of an enterprise, a company or an unincorporated business enterprise established in the People's Republic of China, during the period when he was one of its directors, supervisors or managers, or (ii) within 12 months after his ceasing to act as one of its directors, supervisors or managers, as the case may be;
- (j) Each of Mr. Fang and Mr. Zhong is not and were not involved in any conviction for any of the offences:-
 - (i) involving fraud, dishonesty or corruption;
 - (ii) under the Securities and Futures Ordinance, Parts II and XII of the Companies Ordinance, the Commodity Exchanges (Prohibition) Ordinance, the repealed Protection of Investors Ordinance, the repealed Securities Ordinance, the repealed Securities (Disclosure of Interests) Ordinance, the repealed Securities and Futures Commission Ordinance, the repealed Commodities Trading Ordinance, the repealed Stock Exchanges Unification Ordinance, the repealed Securities and Futures (Clearing Houses) Ordinance, the repealed Exchanges and Clearing Houses (Merger) Ordinance, the repealed Securities (Insider Dealing) Ordinance, the Bankruptcy Ordinance, the Banking Ordinance or any Ordinance relating to taxation, or any comparable legislation of other jurisdictions; and
 - (iii) in respect of which he has, within the past 10 years, been sentenced as an adult to a period of imprisonment of six months or more, including suspended or commuted sentences;

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
--

- (k) Each of Mr. Fang and Mr. Zhong has not been identified as an insider dealer pursuant to Parts XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance at any time;
- (l) Each of Mr. Fang and Mr. Zhong is not and was not connected and/or acted as an officer, supervisor or manager of any enterprise, company or unincorporated business enterprise which has been identified as an insider dealer pursuant to Parts XIII or XIV of the Securities and Futures Ordinance or the repealed Securities (Insider Dealing) Ordinance;
- (m) Each of Mr. Fang and Mr. Zhong has not been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time;
- (n) Each of Mr. Fang and Mr. Zhong is not and was not a controlling shareholder (as defined in the GEM Listing Rules) or a supervisor, manager, director or officer of any enterprise, company or unincorporated business enterprise which has been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time during the period when he was a controlling shareholder, supervisor, manager, director or officer;
- (o) Each of Mr. Fang and Mr. Zhong has not, in connection with the formation or management of any enterprise, company, partnership or unincorporated business enterprise or institution, been adjudged by a Court or arbitral body civilly liable for any fraud, breach of duty or other misconduct by him towards such enterprise, company, partnership or unincorporated business enterprise or institution or towards any of its members or partners;
- (p) Each of Mr. Fang and Mr. Zhong is not and was not a partner, director, supervisor or manager of any enterprise, company, partnership or unincorporated business enterprise which has had its business registration or licence revoked at any time during the period when he was one of its partners, directors, supervisors or managers;
- (q) Each of Mr. Fang and Mr. Zhong has not at any time been disqualified from holding, or deemed unfit to hold, the position of director, supervisor or manager of an enterprise, a company or an unincorporated business enterprise, or from being involved in the management or conduct of the affairs of any enterprise, company or unincorporated business enterprise, pursuant to any applicable law, rule or regulation or by any competent authority;
- (r) Each of Mr. Fang and Mr. Zhong is not and was not involved in any investigation by any judicial, regulatory or governmental authority to which he is subject;

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
--

- (s) Each of Mr. Fang and Mr. Zhong has not at any time been refused admission to membership of any professional body or been censured or disciplined by any such body to which he belongs or belonged or been disqualified from membership in any such body and has not at any time held a practising certificate or any other form of professional certificate or licence subject to any special conditions;
- (t) Each of Mr. Fang and Mr. Zhong is not and has not at any time been a member of a triad or other illegal society;
- (u) Each of Mr. Fang and Mr. Zhong is not currently subject to (i) any investigation, hearing or proceeding brought or instituted by any securities regulatory authority, including the Hong Kong Takeovers Panel or any other securities regulatory commission or panel, or (ii) any judicial proceeding in which violation of any securities law, rule or regulation is or was alleged, full particulars of such investigation, hearing or proceeding;
- (v) Each of Mr. Fang and Mr. Zhong is not a defendant in any current criminal proceeding involving an offence which may be material to an evaluation of his character or integrity to be a director of the Company; and
- (w) the Directors are not aware of any other matters regarding their positions that need to be brought to the attention of the shareholders.

General

Save as disclosed herein, the board of Directors is not aware of any other matters which need to be brought to the attention of the Shareholders in relation to the above Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



ESSEX BIO-TECHNOLOGY LIMITED

億勝生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8151)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Essex Bio-Technology Limited (“**Company**”) will be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 8 May 2009 at 2:30 p.m. for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2008;
2. each as a separate resolution, to re-elect the retiring directors (namely, Mr. Fang Haizhou and Mr. Zhong Sheng) and to authorise the board of directors to fix the remuneration of directors;
3. to re-appoint auditors of the Company and to authorise the board of directors to fix their remuneration;
4. to consider and declare a final dividend of HK\$0.01 per share for the year ended 31 December 2008;

and, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions (with or without modifications):

5. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or otherwise deal with unissued shares in the capital of the Company and to make or grant offers, agreements, options and other rights, including warrants to subscribe for shares of the Company and other securities, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements, options and other rights which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) of this resolution);

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the exercise of any options granted under all share option schemes of the Company (or similar arrangements) adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company 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 in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company under the authority granted to the directors of the Company as referred to in resolution numbered 6 below,

and the authority pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the 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 the articles of association of the Company or the law of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) of this resolution) 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 the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the 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 the articles of association of the Company or the law of the Cayman Islands or any other applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
7. **“THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the directors of the Company pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above, provided that such extended amount 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 of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

As special business, to consider and, if thought fit, pass the following resolution as a special resolution (with or without modifications):

8A. **THAT** the Articles be and are hereby amended by:

(a) amending Article 2 as follows:

(i) adding the following words immediately following the words “in a visible form” at the end of paragraph (e) of Article 2(2):

“and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations”;

(ii) deleting the full-stop at the end of paragraph (g) of Article 2(2) and replacing it with a semi-colon;

(iii) adding the following new paragraph (h) immediately after paragraph (g) of Article 2(2):

“(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

(b) amending Article 10 as follows:

(i) adding the word “and” immediately after the semi-colon at the end of paragraph (a);

(ii) deleting the word “and” and the semi-colon at the end of paragraph (b) and replacing it with a full-stop;

(iii) deleting the existing paragraph (c) in its entirety;

(c) amending Article 44 as follows:

(i) deleting the words “an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of the Designated Stock Exchange” in the seventh line and the eighth line;

(ii) adding the words “any newspaper and where applicable, by any electronic means in such manner as may be accepted by the Designated Stock Exchange” immediately after the words “by advertisement in” in the seventh line;

NOTICE OF ANNUAL GENERAL MEETING

- (d) adding the words “or by electronic means in such manner as may be accepted by any Designated Stock Exchange” immediately following the words “the requirements of any Designated Stock Exchange” in the third line of Article 51;
- (e) amending Article 59(1) as follows:
 - (i) adding the words “or in any case such other minimum notice period as may be specified in the rules and requirements of the Designated Stock Exchange from time to time” immediately following the words “(21) clear days’ Notice” in the third line and the words “fourteen (14) clear days’ Notice” in the fourth line, respectively, of Article 59(1);
 - (ii) adding the words “and the rules and requirements of the Designated Stock Exchange from time to time” immediately following the words “subject to the Law” in the fifth line of Article 59(1);
- (f) deleting the existing Article 66 in its entirety and replacing it with the following new Article 66:

“66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”;
- (g) deleting the existing Article 67 in its entirety;
- (h) deleting the words “If a poll is duly demanded” and “at which the poll was demanded” from the first line and the second line, respectively, of Article 68;
- (i) deleting the existing Article 69 in its entirety;
- (j) deleting the existing Article 70 in its entirety;
- (k) deleting the words “whether on a show of hands or on a poll,” from the third line of Article 73;
- (l) deleting the words “whether on a show of hands or on a poll,” from the fourth line of Article 75(1) and the words “or poll” from the last line of Article 75(1);
- (m) amending Article 80 as follows:
 - (i) deleting the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for taking of the poll” from the seventh line to the ninth line;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) deleting the words “or on a poll demanded at a meeting or an adjourned meeting” from the twelfth line to the thirteenth line;
- (n) deleting the words “to demand or join in demanding a poll and” in the fourth and fifth lines of Article 81;
- (o) deleting the words “, or the taking of the poll,” from the last line of Article 82;
- (p) deleting the words “including the right to vote individually on a show of hands” from the eighth line to the ninth line of Article 84(2);
- (q) deleting the words “Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.” from the fourth line to the fifth line of Article 86(3) and substituting therefore the following words:

“Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

- (r) amending Article 152 as follows:
 - (i) deleting the word “printed” in the first line of Article 152;
 - (ii) adding the following paragraph as the second paragraph of Article 152 after the existing paragraph of Article 152:

“The requirement to send to a person referred to in the preceding paragraph the documents referred to in that paragraph shall be deemed satisfied where, in accordance with all applicable rules, regulations and laws, including without limitation the rules of the Designated Stock Exchange and the Law, the Company publishes copies of the documents referred to in the preceding paragraph on the Company’s computer network, the Company’s website or by any other permitted manner (including electronic means in such manner as may be accepted by the Designated Stock Exchange), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”;

- (s) deleting Article 159 in its entirety and replacing it with the following new Article 159:
 - “159. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid

NOTICE OF ANNUAL GENERAL MEETING

envelope addressed to such Member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the Member a notice stating that the Notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above. 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 deemed a sufficient service on or delivery to all the joint holders.";

- (t) amending Article 160 as follows:
 - (i) re-numbering the existing paragraph "(b)" of Article 160 as paragraph "(c)" of Article 160;
 - (ii) adding the following paragraph as the new paragraph (b) of Article 160:

"160. (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Exchange, is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member";
 - (iii) adding the following paragraph as the new paragraph (d) of Article 160:

"160. (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.";
- (u) amending Article 161(2) as follows:
 - (i) deleting the words "through the post in a prepaid letter, envelope or wrapper addressed" in the second and third lines of Article 161(a);
 - (ii) adding the words "(for the purpose of this Article, including telex or facsimile transmission number or electronic number or address or website)" immediately following the word "address" in the fifth line of Article 161(2);

NOTICE OF ANNUAL GENERAL MEETING

- B. THAT the restated and amended articles of association of the Company, consolidating all of the proposed amendments referred to in paragraph 8A above and all previous amendments made in compliance with applicable laws, a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of this meeting for the purpose of identification, be and are hereby adopted with immediate effect in replacement of the existing articles of association of the Company.

For and on behalf of the Board of
Essex Bio-Technology Limited
Ngiam Mia Je Patrick
Chairman

Hong Kong, 31 March 2009

As at the date of this notice, the directors of the Company are as follows:

Executive Directors: Mr. Ngiam Mia Je Patrick (*Chairman*)
Mr. Fang Haizhou
Mr. Zhong Sheng

Independent non-executive Directors: Mr. Fung Chi Ying
Mr. Mauffrey Benoit Jean Marie
Ms. Yeow Mee Mooi

Head office and principal place of business:

Room 2818
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the offices of the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Room 1806–7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.
3. In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the GEM Listing Rules. The directors of the Company have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company.
4. In relation to the proposed resolution numbered 6 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this notice is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this notice misleading; and (iii) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.essexbio.com.