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# **SANYUAN GROUP LIMITED** **三元集團有限公司**

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 140)

## **EXCHANGE OF SHARE CERTIFICATES**

The Board announces that Shareholders may submit the existing share certificates bearing the former names of the Company to the Company's share registrar to exchange, at the expense of the Company, for new share certificates under the new name of Sanyuan Group Limited from 15th November, 2004 to 10th December, 2004 (both days inclusive).

Trading of the Shares on the Stock Exchange has been suspended at the request of the Company with effect from 9:30 a.m. on 13th May, 2004. According to Rule 13.24 of the Listing Rules, an issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the Stock Exchange to warrant the continued listing of the issuer's securities. In view of the Company's current financial position, the Company is required to submit to the Stock Exchange a proposal that would enable it to demonstrate its compliance with Rule 13.24 of the Listing Rules. In this regard, trading of the Shares will remain suspended until further notice.

Reference is made to the announcement dated 18th October, 2004 of Sanyuan Group Limited (the "Company") in relation to the change of the Company's name.

As stated in the Company's announcement dated 18th October, 2004, the change of name of the Company from "China Bio-medical Group Limited" to "Sanyuan Group Limited" and from "遠生醫葯科技集團有限公司" to "三元集團有限公司" was effective on 8th October, 2004. The Board of Directors (the "Board") of the Company announces that shareholders of the Company (the "Shareholders") may submit the existing share certificates bearing the former names of the Company to the Company's share registrar, Secretaries Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong to exchange, at the expense of the Company, for new share certificates under the new name of Sanyuan Group Limited from 15th November, 2004 to 10th December, 2004 (both days inclusive). Thereafter, Shareholders who exchange for new share certificate will have to pay a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by The Stock Exchange of Hong Kong Limited ("Stock Exchange")) for each new share certificate to be issued or for each existing share certificate submitted for exchange, whichever number is greater. Nevertheless, all existing share certificates in issue bearing the former names of the Company will continue to be evidence of title to the shares of the Company (the "Shares") and will be valid for trading, settlement and delivery purposes.

As at the date of this announcement, the Board comprises four Executive Directors, namely Mr. Wu Kwai Yung, Mr. Zhao Tie Liu, Dr. Wan Kwong Kee and Mr. Chan Peng Kuan and three independent Non-executive Directors, namely Mr. Zhou Haijun, Mr. Ng Wai Hung and Mr. Xu Zhi.

Trading of the Shares on the Stock Exchange has been suspended at the request of the Company with effect from 9:30 a.m. on 13th May, 2004. According to Rule 13.24 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), an issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the Stock Exchange to warrant the continued listing of the issuer’s securities. In view of the Company’s current financial position, the Company is required to submit to the Stock Exchange a proposal that would enable it to demonstrate its compliance with Rule 13.24 of the Listing Rules. In this regard, trading of the Shares will remain suspended until further notice.

By order of the Board  
**Sanyuan Group Limited**  
**Leung Hon Man**  
*Company Secretary*

Hong Kong, 11th November, 2004

Please also refer to the published version of this announcement in China Daily.